



VincentCare

GOVERNANCE CHARTER

for

**VincentCare Victoria Ltd
and**

VincentCare Community Housing Ltd

Revised: April 2018

VincentCare Governance Charter

April 2018

Contents

1.	Preamble	2
2.	Corporate Governance Principles	2
3.	Role and responsibility of the Board	3
4.	Board Structure, Appointments and Performance	4
5.	Board Recruitment Procedure	6
6.	Identification of Prospective Board Members	7
7.	Committees of the Board	7
8.	Delegation.....	8
9.	Chairman	9
10.	CEO and Staff.....	9
	10.1 CEO	10
	10.2 Staff.....	10
11.	Partnerships.....	10
12.	Code of Conduct.....	11
	12.1 Disclosure of pecuniary interests by Board members	11
	12.2 Duty and liability of Officers	11
	12.3 Grievances.....	12
	12.4 False or misleading information or documents	12
	12.5 Tendering and contract management.....	12
13.	Board Processes.....	12
	13.1 Board meetings	12
	13.2 Setting Board meeting agendas	13
	13.3 Passing of resolutions	13
	13.4 Minute taking.....	13
	13.5 Reports and submissions to the Board	13
14.	Principles of Good Reporting	13
15.	Review of this Charter.....	14
16.	Further Reading	14

APPENDICES

Appendix A	<i>Dictionary of Defined Terms</i>
Appendix B	<i>Board Application Form</i>
Appendix C	<i>VincentCare Boards Risk Audit & Finance Committee Terms of Reference</i>
Appendix D	<i>Code of Ethics and Conduct for Officers of VincentCare</i>
Appendix E	<i>Tendering and Contract Management Guidelines</i>

1. Preamble

VincentCare Victoria Ltd (VincentCare) (initially SVDP Victoria Aged Care and Community Services Ltd) was established by the St Vincent de Paul Society Victoria in 2003 as a company limited by guarantee to accept responsibility for services for disadvantaged and vulnerable people, including those who are homeless, mentally and physically disabled, aged, and suffering from forms of substance abuse.

VincentCare Community Housing Ltd (VincentCare Community Housing) was established by VincentCare Victoria in 2009 as a company limited by guarantee to work with VincentCare in providing housing services in association with VincentCare.

Both companies are governed by a Board comprising the same directors and their meetings are normally concurrent, but the companies enter into contractual arrangements individually where appropriate. In this charter, the term VincentCare generally applies to the total responsibilities of the two companies which operate as one to the extent that is legally appropriate.

VincentCare works within the mission of the St Vincent de Paul Society providing an extensive range of structured social services to disadvantaged people, often in partnership with government programs. VincentCare's responsibility is to provide services and also to advocate for these vulnerable and disadvantaged people, respect their dignity and rights and understand their needs, so as to provide them with support and encouragement and promote self-dependence. Volunteers and conference members assist the staff in the delivery of services and programs where appropriate.

VincentCare Board reports regularly to the State Council of the St Vincent de Paul Society to ensure that State Council is aware of developments in the governance and services of VincentCare Victoria, a separate incorporated entity of which State Council, representing the Society, is the sole shareholder.

The VincentCare Boards ensure that VincentCare programs operate in accordance with the mission of the Society of St Vincent de Paul, and that VincentCare works effectively with the Society in its commitment to relieving disadvantage in Victoria. Similarly, the State Council of the St Vincent de Paul Society provides feedback to the VincentCare Board on relevant developments and advice of all Society initiatives that might impact on VincentCare.

VincentCare Victoria operates a diverse range of accommodation and support services for people experiencing disadvantage, and is committed to applying an appropriate duty of care to all people in contact with VincentCare services. This includes protecting people's personal and cultural safety regardless of ability, cultural background, ethnicity, gender identity, sexual orientation or religion.

2. Corporate Governance Principles

This Charter outlines the main corporate governance practices of the Board adopted to ensure a governance framework that supports robust and principled decision making consistent with VincentCare's mission and Vincentian values, to pursue effectively the organisation's purposes.

Good corporate governance is about accountability and responsibility and is central to mission success and responsible corporate citizenship. A framework for good corporate governance revolves around adequate internal and external reporting processes, being able to measure and monitor performance, and Board members demonstrating integrity and transparency in decision making. Good governance enables an organisation to minimise the negative aspects of risks and maximise opportunities in a dynamic environment. It assists in the prevention and detection of fraud and unethical behaviour and increases stakeholder confidence.

The OECD Principles of Corporate Governance see corporate governance as involving “a set of relationships between a company’s management, its Board, its shareholders and other stakeholders. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined.”

The OECD Principles note that “the corporate governance framework also depends on the legal, regulatory and institutional environment. In addition, factors such as business ethics and corporate awareness of the environmental and societal interests of the communities in which it operates can also have an impact on the reputation and the long-term success of a company.”

More succinctly, corporate governance refers to the “processes by which organisations are directed, controlled and held to account. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in the organisation.” (Australian National Audit Office)

Effective Boards ensure governance practices which reflect accountability, transparency, professional integrity and ethical behaviour within an inclusive framework based on trust and intellectual honesty.

The purpose of this Charter is to provide guidance to the VincentCare Board members in relation to the corporate governance of VincentCare. The Chairman and Board members are all expected to behave in accordance with Christian and Vincentian values and always act within law.

Annexure A provides a list of definitions that apply to terms used in this Charter.

3. Role and responsibility of the Board

The role and responsibility of the Board is to provide overall control and direction to VincentCare and to ensure a Christian and Vincentian culture of reflection, improvement and learning within the organisation in pursuit of its mission.

The Board is ultimately accountable for, and has authority over, the organisation. Anything done in the name of, or on behalf of, VincentCare by the Board is taken to have been done by VincentCare Inc.

The Board’s focus is to exercise leadership, enterprise, integrity and judgement in directing VincentCare in order to ensure the organisation’s long term viability and effectiveness and in doing so that it meets all its legal and moral responsibilities. This includes policy direction and monitoring of corporate performance. The Board is committed to client services of the highest standard. VincentCare does not discriminate on the basis of creed, background, gender or social status.

In discharging their responsibilities all Officers of VincentCare have a duty to act in the best interests of VincentCare and its clients, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Officers’ first duty and loyalty must be to the organisation/legal entity, its purpose, values and legal obligations.

The Board must ensure effective governance practices which reflect accountability, transparency, professional integrity and ethical behaviour within an inclusive framework based on trust and intellectual honesty.

In accepting responsibility for the affairs of VincentCare and for ensuring that VincentCare achieves its agreed objectives, the Board has a governing role and an operational role.

In its governing role the Board is directly responsible and accountable for:

- the development of VincentCare’s strategic directions, and priority and goal setting;
- developing Board policies to establish and maintain corporate objectives and the overall direction of VincentCare;

- ensuring stakeholder liaison and effective advocacy in the community; and
- monitoring, evaluation and reporting of outcomes.

In its operational role the Board is responsible and accountable for issues such as:

- approving the business plan and budget;
- ensuring that resources are used efficiently and expenditure is accountable;
- ensuring compliance with relevant statutory requirements;
- managing risk (operational, legal, financial, regulatory and others) by ensuring appropriate procedures are in place and resources are appropriately allocated;
- selection, remuneration, and performance evaluation of the CEO;
- delegating appropriate responsibilities to the CEO, and
- evaluating its own performance and that of the Chairman.

The Board must consider how risk can be managed and adopt procedures, policies and mechanisms for effective risk management. To that end, the Board has established a Risk, Audit and Finance Committee to support the Board's oversight responsibilities for ensuring good governance through strategic financial management and the effective management of risk (see Annexure C).

4. Board Structure, Appointments and Performance

The Officers of VincentCare Inc. comprise a Board, the CEO, and other staff reporting to the CEO.

The Board may establish committees and engage consultants to assist it in carrying out its functions.

The State Council of the St Vincent de Paul Society Victoria appoints all Board members/directors, on advice from the Board of VincentCare, in accordance with the VincentCare Nominations Policy. The Board's selection of its Chairperson is subject to State Council approval. The Society may by notice to the Company appoint a person to be a Director, either to fill a casual vacancy or as an additional director. The Society may by notice to the Company remove a Board member from office as a Director.

The Board consists of not less than five members, holding office as determined in its governance policies. Length of service and turnover should be reviewed by the Board regularly on the basis that a normal term of appointment is three years with provision for reappointment or extension of tenure to a maximum of nine years, always with sufficient turnover to ensure an effective and informed group of directors.

The VincentCare Nominations Policy provides that all Board members should display the following qualities:

- Commitment to the Mission of the SVDP Society and VincentCare;
- Commitment to Vincentian values;
- Integrity, including respect for confidentiality;
- A strong understanding of corporate governance and the responsibilities associated with being a director of a company;
- Availability of time to commit to Committees, meetings and projects;
- Ability to debate in an inclusive and transparent manner;
- Willing to express an opinion; and
- Broad life and world experience.

Individual members contribute to decision making using their general skills as Directors and any specific skills that would assist Board deliberations. Board members are not expected to provide professional advice in their area of expertise. The Board should seek to comprise the following competencies:

- Legal;
- Financial/Accounting;
- Funds Management/Investment;
- Property & Asset Management;
- Corporate Governance;
- Executive and general management;
- Compliance;
- Risk Management;
- Clinical services; and
- Workings and Processes of Government.

The Board should seek to include experience in:

- The not-for-profit, public and private sectors;
- Social Work;
- Disability Services;
- Community Sector;
- Finance;
- People Management;
- Policy Development;
- Advocacy;
- Fundraising; and
- Commercial/Corporate Experience.

The Board must:

- establish the organisation's purpose, values and strategies;
- determine the appropriate culture for the organisation and model behaviours that both reflect and promulgate the desired culture;
- cultivate a sense of group responsibility with commitment to excellence in governance;
- employ the CEO and monitor management and organisation;
- monitor performance against KPIs and other criteria established by the Board;
- identify and monitor Quality and Risk across the whole of the organisation;
- ensure that the organisation has processes that ensure compliance with all internal and external governance requirements;
- ensure governance requirements of good working relationships with all stakeholders; and
- establish and improve procedures and policies to safeguard the organisation's resources, reputation, and public credibility.

Each Board member must:

- act in the best interest of VincentCare;
- ensure care, transparency, and diligence in decision making;
- attend and contribute to Board meetings and meetings of committees on which they serve;
- ensure critical review of proposals to the Board;
- maintain confidentiality;
- complete or the willingness to complete AICD Directors Course prior to, or during, their first term of appointment as a Director and commit to the undertaking of ongoing professional development
- strive to attend all meetings, and notify an apology when unable to attend;
- critically read and assess all agenda documents before each meeting;
- undertake diligent analysis of all proposals placed before the Board;
- ask for clarification of matters not fully explained;
- seek assurance of compliance with internal and external policies;
- act in a financially responsible manner; and
- ensure compliance with the Code of Conduct, and all matters prescribed by law;
- declare any conflict of interest.

The Board will provide a thorough induction for all new Board members and Committee members. All new Board members and Committee members will:

- be provided with a comprehensive briefing on all relevant information, including Annual Reports, financial statements, this Charter, professional indemnity and insurance provisions for Officers, policy documents, and workforce practices;
- meet with the Chairman and CEO for governance and operational familiarisation. This meeting may be held as a group session or with individuals; and
- be invited by the CEO to visit operational activities.

Directors are expected to have an awareness of relevant developments in society, legislation, the not-for-profit sector, and impacts on those who are disadvantaged to enable them to fulfil their responsibilities.

Regular Board performance reviews and evaluations are important to ensure that Boards are working effectively. Reviews can lead to better decision making and more efficient Board operations. The Board will ensure regular evaluation processes for monitoring its own performance, an evaluation which will assist the performance of the Chairman and members.

Board members are encouraged to become members of the Society of St Vincent de Paul.

5. Board Recruitment Procedure

Board member recruitment should be linked to the Mission and Vision and Strategic Directions to ensure any skills, knowledge, personal contacts and/or other attributes future Board members have will enable the Board to fulfil its responsibilities in advancing the strategic plan.

While Board recruitment and development should be considered an ongoing involvement of all members of the Board, the Governance Committee has responsibility for guiding the process. This Committee takes the lead in prospecting, contacting, recruiting, orienting ongoing training and support, and the evaluating of Board members.

Position Descriptions

The VincentCare Board has developed Position Descriptions for:

- Chairman
- Deputy Chairman
- Treasurer
- Board members
- Committee Chairman
- Committee Members

The Governance Committee regularly reviews positions descriptions for Board members, in order to ensure that they remain relevant regarding the responsibilities and expectations of Board members.

Gap Analysis

The Board will conduct an annual Gap Analysis comparing and contrasting an up-to-date profile of the current Board of Directors by using a Board member recruitment matrix.

The Governance Committee will use this matrix to identify the gap between the skills and knowledge required by the Board according to the Strategic Plan, and the skills Board members currently possess. Based on this analysis, the Governance Committee can clearly recommend priorities for future Board member recruitment to the Board of Directors for acceptance. These priorities guide recruitment efforts.

6. Identification of Prospective Board Members

All Board members are encouraged to suggest prospective Board members based on the criteria established following the annual Gap Analysis or necessitated by a Director's resignation. This may involve regular brainstorming sessions regarding possible individuals including those on Board Committees, or a nomination to the Governance Committee, based on personal contact.

The Board may also undertake advertising for Directors through various media to identify suitable prospective candidates.

On receipt of nominations the Governance Committee will facilitate a discussion at Board meeting level regarding prospective Directors and develop a prioritized list of potential Board members, based on the agreed criteria.

The Governance Committee will then contact potential Board members in the order of the prioritised list, inform them of their nomination and invite them to an interview. Relevant and appropriate materials such as the Mission and Values Statement and Board Position Descriptions will be provided to prospective Directors prior to interview.

At the interview the panel will question appropriately, share expectations and answer all questions.

A short list or an individual recommendation will then be made to the Board, which will then consider a recommendation to State Council.

Once the recommendation is accepted by State Council, an induction as detailed above will proceed. A current member of the Board will volunteer to assist the new Director in general.

7. Committees of the Board

The Board may establish Committees or project focused Working Party to assist in performance of its role. Committees are an appropriate means of gathering and considering information and technical advice, and formulating specific recommendations for the Board's consideration. Generally, a Committee would be established to give particular consideration to an issue, initiative or the performance of a function and provide reports and/or recommendations to the Board. All committees should be governed by written Terms of

Reference formally approved by the Board, clearly defining their role, memberships, procedures and functions, the boundaries of their authority and any limits on their tenure/existence. Committees should be kept to a size where decisions are easy to make.

The Board will review the membership, leadership and Terms of Reference of each of the Committees on an annual basis.

The Committee will consist of two other Board members, appointed by resolution annually and jointly by the Boards. The CEO and or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee,

The Committee has the authorisation, as needs arise, to bring in specialised individuals as required to attend meetings or to provide specialised advice. Similarly, the Board may also appoint non Board members to a Committee for a fixed term of up to 12 months to support the effective operation of the Committee. The procedure for identification and recruitment of Committee members should be managed by the Governance Committee in consultation with the Committee Chairman.

Non Board members appointed to a particular Committee may be considered as possible Board candidates having been considered by existing Board members to possess the qualities required for such membership as appropriate to the Mission and Strategic Plans of VincentCare. These Committee members have been provided with an opportunity to understand the workings of the Board

The existence of committees does not diminish the continuing responsibilities of the Board as a whole. Unless explicitly empowered by the full Board, Committees cannot make binding Board decisions or speak for the Board.

Current Board Committees (see Annexure C) comprise a:

1. Risk, Audit and Finance Committee
2. Governance Committee
3. Property & Infrastructure Committee
4. Program Policy & Practice Committee
5. Investment Committee

Committees - Working Parties

Other committees [Working Parties] may be established to address issues/projects of merit which require more focussed attention than may be possible at a Board meeting. The Terms of Reference for such a Working Party are likely to be more specialised or specific with a limited duration. Working Parties will comprise Board members as approved by the Board and also, where appropriate, the secondment of parties with particular expertise necessary for the proper execution of that Working Party's responsibilities.

8. Delegation

The Board may, in writing, delegate to:

- a) a member of the Board; or
- b) the members of a Committee appointed by the Board

any powers of the Board, other than this power of delegation, and may in writing revoke any such delegation. The Board will also delegate appropriate powers to the CEO who may further delegate those powers as appropriate and necessary to members of staff.

A delegation of a power under this clause:

- a) does not prevent the exercise of the power by the Board;
- b) may be made subject to conditions; and
- c) does not mitigate the ongoing responsibility of the Board and CEO for delegated decisions.

The Board will make clear to the CEO in writing any limitations or limits it chooses to place on his or her freedom to take actions or make decisions or delegate that the Board deems to be unacceptable within the delegation, allowing the CEO reasonable interpretation of these policies.

9. Chairman

The Chairman must assure the integrity of the Board's processes and, with the CEO, represents the Board to outside parties. The Chairman does not have executive authority but will act on behalf of the Board in dealings with the CEO and others outside Board meetings, interpreting and reflecting the will of the Board in all circumstances.

To achieve its governance responsibilities, the Chairman will ensure that the Board follows an annual program determined by the Board with the advice of the CEO. The Chairman and CEO should develop an effective ongoing relationship. As the major point of contact between the CEO and the Board, the Chairperson should be kept fully informed of the day-to-day matters of interest to Directors.

The Chairman presides at Board meetings, with all the commonly accepted roles of that position. In the absence of the Chairman, the Deputy Chairman presides, or in the absence of an appointed deputy a member elected by those present.

The Chairman works to ensure that the Board fulfils its responsibilities for the governance of the organisation, supporting and where appropriate guiding the CEO, seeking to ensure that the Board achieves the VincentCare mission, and optimising the relationship between the Board and management.

The Chairman will ensure that the Board develops and implements processes and systems that result in Board effectiveness including:

- a) development, review and monitoring of the organisation's strategic plan and risk management;
- b) Board member and office holder succession planning;
- c) Board member and Board professional development;
- d) Board performance assessment;
- e) serving as a mentor to individual Board members; and
- f) overseeing the stakeholder interface.

The Chairman, in consultation with the CEO, will ensure that Board meetings are properly planned including the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.

10. CEO and Staff

Whereas the Board sets governance level policies and establishes the strategic directions including the development of the organisation's purpose, values, Mission and Vision statements, the CEO designs and manages the day-to-day operational policy and procedures acting as an agent of the Board to meet the Board's objectives. The CEO is responsible to the Board for the successful administration of VincentCare. Reporting to the CEO is a team of staff employed by and accountable to the CEO, for whose performance the CEO is accountable to the Board. Board members do not have any individual executive authority over staff and should be guided by the CEO in any dealings with staff.

In discharging their responsibilities the staff of VincentCare have a duty to act in the best interests of VincentCare and its clients, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

10.1 CEO

The CEO is appointed by the Board under the principles of merit selection. The CEO reports to, and is responsible to, the Board. The Board is responsible for the effective performance of the CEO.

The CEO's role and responsibilities will be detailed in the position statement and other terms of employment. The CEO's key functions are to:

- lead, direct, manage and control the organisation in accordance with the strategy, business plans, policies and values of the Board to achieve the specified performance objectives;
- ensure the efficient use of financial, human and information resources and that succession planning and risk management strategies are in place;
- provide strategic, business, technical and policy advice to the Board and support the Board in its roles;
- ensure the organisation's compliance with various laws, regulations, contracts and grants;
- advise and inform the Board of any material issues concerning strategy, finance, reporting obligations and any other major policy issues as they arise;
- foster and maintain an effective partnership with a range of stakeholders, including the community, private sector and government, to ensure that VincentCare achieves its objectives;
- ensure Board policy is acted upon and that VincentCare complies with all relevant government and legislative requirements, and is a model corporate citizen; and
- maintain a network with relevant government, not-for-profit and other relevant organisations, in pursuing the interests of VincentCare and providing leadership in the community consistent with the mission of VincentCare.

Each year, the Board will evaluate the performance of the CEO in terms of the achievement of the key performance indicators agreed in the strategic and business plans and any other agreed performance indicators. The Board through the Chairman will provide regular performance feedback to the CEO.

10.2 Staff

VincentCare staff perform the duties required by the CEO for effective and efficient operation of the organisation. They report to the CEO. Staff are expected to perform their functions and responsibilities in accordance with all relevant directions regarding employee behaviour and responsibilities.

The CEO is responsible for the employment, management and performance evaluation of all staff employed or contracted to the organisation. Individual Board members will not instruct staff in any matters relating to their work

11. Partnerships

In order for VincentCare to undertake its role, it will establish effective partnerships and agreements with a range of other agencies and organisations.

As both a company limited by guarantee under the Commonwealth Corporations Law and a controlled entity of the Society of St Vincent de Paul, the relationship with the Society at both Board and organisational level is critical to the organisation's effectiveness.

VincentCare will seek to work effectively with relevant government agencies and other agencies that can facilitate the achievement of its mission and objectives. Some partnerships

will be formalised where there are benefits to VincentCare's mission without compromising VincentCare's accountabilities.

12. Code of Conduct

This section addresses the conduct expected of Board members. Board members must also adhere to the Code of Ethics and Conduct for Board members (Annexure D).

12.1 Disclosure of pecuniary interests by Board members

*"We can define a **conflict of interest** as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties."*¹

Pecuniary Interests refer to interests that a decision maker may have in connection with a matter for decision or discussion where the decision maker (or a person or entity with whom or which the decision maker is associated) is reasonably likely to receive a benefit or a loss if the matter is decided in a particular way. Examples of conflicts of interest are:

- when a Board member, or his/her immediate family or business interests, could stand to gain financially from any business dealings, programmes or services with or to VincentCare; and/or
- when a Board member offers a paid professional service to VincentCare; and/or
- when a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

If a Board member has a direct or indirect interest, particularly any pecuniary interest, in a matter being considered (or that is about to be considered) at a meeting of the Board and that interest could appear to raise a conflict with the proper performance of the Board member's duties in relation to consideration of the matter, the Board member must, as soon as possible, disclose the nature of the interest. If in doubt, the Board member should raise the matter privately with the Chairman.

Directors are required to disclose to the Board any actual, perceived or potential conflicts of interest. If a Director believes they may have a conflict of interest at any stage, the Director must disclose to the Board that actual or potential conflict as soon as it arises. If a Director has, or considers that another Director has, a possible conflict of interest, they should advise the Chairman. Where a conflict of interest has been identified, the Director should not receive the relevant Board papers unless agreed with the Chairman.

Particulars of any disclosure must be recorded by the Board in the minutes. After disclosure, the Board member must not (unless the Board has otherwise determined) be present, or take part in, any deliberations or decision of the Board with respect to the matter.

12.2 Duty and liability of Officers

Officers of VincentCare must act honestly in the exercise of powers and the discharge of functions, and exercise the degree of care and diligence that a reasonable person in a like position would exercise in the circumstances.

Officers of VincentCare, or persons who have been officers of VincentCare, must not make improper use of their position or information acquired through their position as an officer of VincentCare to:

¹ "Charitable Conflicts of Interest", *Journal of Business Ethics* 39:1-2, 67-74, August 2002, p.68

- (a) gain, directly or indirectly, an advantage (whether pecuniary or otherwise) for himself or herself or for another person and/ or
- (b) cause detriment to VincentCare.

This section is in addition to, and does not limit, any rule of law relating to the duty or liability of a person, and does not prevent civil or criminal proceedings being instituted for a breach of a duty or the liability or of any law.

12.3 Grievances

The Board must ensure that policies are in place so that grievances of any Board member or member of staff are properly addressed.

12.4 False or misleading information or documents

- (1) An Officer must not:
 - (a) make a statement concerning the affairs of VincentCare which is known (or that ought reasonably be known) to be false or misleading in a material particular; and/or
 - (b) omit from a statement concerning the affairs of VincentCare anything without which the statement is known (or that ought to reasonably be known) to be false or misleading in a material particular.
- (2) An Officer must not give a document containing information which is known (or that ought to reasonably be known) to be false, misleading or incomplete in a material particular without:
 - (a) indicating to the recipient that the document is false, misleading or incomplete and the respect in which the document is false, misleading or incomplete; and
 - (b) giving the correct information to the recipient if the first officer has, or can reasonably obtain, the correct information.

12.5 Tendering and contract management

Arrangements for the organisation to enter into contractual relationships involve Officers acting on behalf of the organisation and must always be subject to the high standards of accountability required of the organisation in all matters.

It is important to avoid situations that may give rise to probity concerns, e.g., not getting the best possible deal, lack of transparency and accountability, allegations of favouritism, conflicts of interest, and opportunities for corruption. Probity concerns can be minimised by following a structured process that provides transparency in decision making (see Annexure E - Tendering and Contract Management Guidelines)

13. Board Processes

13.1 Board meetings

Meetings are held regularly, normally monthly, to decide on matters as well as to monitor the performance of the organisation. Board members must be given reasonable notice of any proposed meeting, and regular meetings should be scheduled well in advance.

There must be a quorum for any Board meeting, that quorum being a majority of Board members. Meetings will be conducted in accordance with established meeting procedures.

13.2 Setting Board meeting agendas

An agenda is required for each Board meeting. The agenda, which should be drafted by the CEO and approved by the Chairperson, should list the matters for the Board's consideration and identify the Board papers presented for consideration.

13.3 Passing of resolutions

Resolutions must be approved by the Board by consensus or resolved by a vote as appropriate. A decision supported by the majority of the votes cast at a meeting of the Board at which a quorum is present is the decision of the Board. Resolutions must be recorded in the written record.

13.4 Minute taking

A written record (minutes) of the proceedings of all Board meetings must be kept. The record must be signed by the Chairman as the official, authoritative record of the Board's decisions after approval by the Board.

The function of these written records is to provide a formal, authoritative and permanent record of the resolutions, agreed actions and other key parts of the proceedings of the Board at all meetings, albeit in a summarised form. Accordingly, minutes must be clearly expressed and comprehensible to persons who were not at the meeting. Without limitation to the other requirements of the records noted in this section, the records should avoid unnecessary detail and focus on actual decisions made at a meeting.

Minutes should record:

- Attendance and apologies;
- Declarations of personal interest;
- Disclaimers or objections;
- Resolutions passed including decisions based on attached papers; and
- Agreed actions, including responsibility and timeframe.

Draft Minutes will be reviewed by the Chairman and circulated to all Directors as soon as practicable and no later than the distribution of the papers for the next meeting at which the minutes will be confirmed.

13.5 Reports and submissions to the Board

Board papers, reports and submissions to the Board, must be prepared in conjunction with the agenda. The agenda and supporting papers are to be delivered to Directors at least 5 days in advance of the relevant meeting.

14. Principles of Good Reporting

Any report prepared for the Board must:

- be clear and honest in the reporting, and identify problem areas;
- be sharply focused and the subject matter should be linked as appropriate to relevant aspects of governance policies, strategic and operational objectives, and risk management strategies
- be aware of any legal requirements and ensure the report meets those requirements;
- adopt a standardised reporting format and ensure, to the extent possible, that information is comparable from year to year;
- show performance against targets (if relevant);

- use standard or common units of comparison, ratios and benchmarks;
- when preparing contracts for services follow the Tendering and Contract Management Guidelines as approved by the Board (Annexure E);
- consider the report from the reader's point of view - different styles of report may be needed for different readers; and
- annual /reports to stakeholders/shareholder – audit requirements.

Reporting arrangements should ensure that:

- there is an ongoing process for identifying, evaluating and managing the organisation's key risks that is regularly reviewed by the Board;
- the entity's system of internal control includes procedures for reporting immediately to appropriate levels of management and/or the Board any major control weaknesses that are identified; and
- systemic and recurring governance problems are reported to those with sufficient authority to correct them.

Reporting mechanisms should be sufficiently independent and objective so that problems and deficiencies are reported and acted upon on a timely basis. The Risk Audit and Finance Committee can play a critical role in ensuring effective reporting of risks.

In order for the Board to effectively govern, timely and accurate performance reports that show progress against plans must be prepared and submitted to the Board at reasonable times to enable assessment of progress and performance. The reports must contain information that shows progress and performance of the results, purposes and other relevant matters.

These reports on progress and performance must also contain actual expenditure against budget for the month, year to date and against the annual budget. Reports must explain any variances in expenditure (where relevant).

An annual report must be prepared which includes a report of the operations including particulars in relation to aims and objectives, access, management and structure, and a summary review of operations.

15. Review of this Charter

This Charter may be altered, modified or substituted by resolution of the Board and will be reviewed at least every two years.

16. Further Reading

- AS 8000-2003, Corporate governance - Good governance principles
- VincentCare Victoria Constitution 2011
- VincentCare Community Housing Constitution 2011

ANNEXURE A

DICTIONARY OF DEFINED TERMS

The following definitions apply in this manual (including the Annexures to this Manual) unless the context requires otherwise:

Board means the board of VincentCare Victoria Ltd and VincentCare Community Housing Ltd, the two Boards comprising the same membership as a matter of practice.. The members of the Board of VincentCare Victoria Ltd are appointed by the State Council of the St Vincent de Paul Society Victoria in accordance with the VincentCare Nominations Policy. The Board of VincentCare Victoria Ltd is responsible for appointing the members of the Board of VincentCare Community Housing Ltd.

Board members are the Directors of the company.

Code of Ethics and Conduct means the Code of Ethics and Conduct attached as Annexure D.

CEO means the Chief Executive Officer of VincentCare employed by the Boards.

Officer refers to:

- (a) Board members and Committee members;
- (b) the Chief Executive Officer;
- (c) all managers;
- (d) all staff; and
- (e) any wider meaning given to the term Officer within the meaning of the Corporations Act 2001.

Pecuniary Interest: An interest that a decision maker has in connection with a matter for decision or discussion where the decision maker, or a person or entity with whom or which the decision maker is associated, is reasonably likely to receive a benefit or a loss able to be measured in financial terms if the matter is decided in a particular way. A decision maker includes a member of a deliberative body such as a committee. Intention is not relevant to assessing the existence of a pecuniary interest.

Tendering and Contract Management Guidelines means the Tendering and Contract Management Guidelines attached as Annexure E.



Board Application Form

April 2018



BOARD APPLICATION

PERSONAL DETAILS

Name: _____

Home Address: _____

_____ Post Code: _____

Postal Address for Board matters: _____

_____ Post Code: _____

Email address: _____

Telephone No: (W) _____ (H) _____ (M) _____

QUALIFICATIONS AND WORK

Current and previous positions (please attach a current resume)

Voluntary Experience

Expertise/Interests:

In your opinion what areas of expertise or interest would you bring to a position on the Board?

Board/Committee Experience and Community Involvement

Current and past memberships of business, professional or community organisations and positions held.

Statement Providing Reason for Application and Suitability

Why does the position interest you? How do you think you can contribute to VincentCare Victoria?

Ethos and values of St Vincent de Paul Society and VincentCare Victoria

Describe your understanding of the values of St Vincent de Paul Society and VincentCare Victoria and your commitment to supporting these undertaking your responsibilities as a Director of VincentCare Victoria.

Referees

Please provide the names and contact details of two people who can be contacted to provide a reference in support of this application. Please state their relationship to you.

	Name	Contact Phone	Contact Phone 2
1	_____	_____	_____
2	_____	_____	_____

With this application please attach any relevant information that would support your nomination including:

- **Your Resume**
- **A copy of a current Police Clearance (less than 6 months old)**

Please address your Application to:

The Chairperson
VincentCare Victoria
PO Box 13305
Melbourne Law Courts VIC 8010

Please mark the envelope: CONFIDENTIAL

Office use only:

Statement in Support of the Nomination

Nominated by: _____

Signed: _____ Date: _____

Seconded by: _____

Signed: _____ Date: _____

VincentCare Victoria **Mandate, Aspiration and Purpose**

Our Mandate

VincentCare was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians.

"Yours must be a work of love, of kindness; you must give your time, your talents, yourselves. The disadvantaged person is a unique person of God's fashioning with an inalienable right to respect. You must not be content with tiding him or her over the crisis; you must study their condition and the injustices which brought about their condition, with the aim of a long term improvement."
Blessed Frederic Ozanam (1813-1853)

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare is committed to expressing Christian love by embedding the following values in its culture:

Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Golden Goal

We will be able to demonstrate outcomes which reflect the aspirations of our clients

Our Motto

People, Place... Purpose

Diversity and Inclusion

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their cultural background, ability, ethnicity, gender identity, sexual orientation or religion.





POSITION DESCRIPTION

Position: VincentCare Victoria, Board Chairman
Duration: 3 years with a further option for re-appointment
Location: Central Office – 2/452 Flinders Street, Melbourne 3000
Date: April 2018

VINCENTCARE VICTORIA

VincentCare Victoria was established to provide a range of professional accommodation and support services to people that are facing disadvantage and those that are ageing throughout metropolitan and regional Victoria.

VincentCare Victoria's primary focus is to:

- provide quality services for people at risk or experiencing homelessness, people with a disability, and men and women struggling with complex needs including substance abuse and mental health issues
- advocate for vulnerable and disadvantaged people, respect their dignity and rights and understand their needs so as to provide them with support and encouragement and enable greater independence.

Our Mandate

VincentCare was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare is committed to expressing Christian love by embedding the following values in its culture:
Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Our Motto

People, Place... Purpose

Diversity and Inclusion

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their cultural background, ability, ethnicity, gender identity, sexual orientation or religion.



Hubs

VincentCare services to clients are provided through Hubs, with each Hub providing a range of support including accommodation, case management outreach.

Inner Melbourne Community Hub: Provides a range of accommodation and support services, including crisis accommodation, drug and alcohol case management, and adult outreach.

Northern Community Hub: A hub with housing dispersed throughout the community, along with family violence services, case management services and youth outreach services.

Social Enterprises Hub: Incorporates Ozanam Enterprises in Mornington, an Australian Disability Enterprise which provides a range of supported, practical, hands-on employment and training opportunities to people with disabilities or facing other forms of disadvantage.

Hume Community Hub: VincentCare's Hume Community Hub was established in 2016 to incorporate the family violence support programs that have been operating in Shepparton for many years. The Hub also provides emergency relief, financial counselling and capacity building and Home Care Packages.

Strategic Direction

Over the past four years, VincentCare has initiated significant review and reform, and action to guide the way the organisation delivers services to clients in order to ensure that our service delivery fulfils our mission to care for the most disadvantaged.

Strategic Directions 2015-18, builds on the success of our previous strategic plan through a focus on six key outcome areas. While continuing to focus on the needs of our core client group, key components of our new strategic direction include:

- Supporting clients to both define and achieve their own goals and aspirations
- An integrated approach to stakeholder engagement to strengthen and build relationships and partnerships
- A skilled and engaged workforce of people whose values align with the organisation
- Effective, transparent, informed management structures and organisational processes
- A strong foundation for future growth, including industry leading service design and brand
- Innovative leadership at all levels of the organisation, including the development of leadership pathways.

THE VINCENTCARE VICTORIA BOARD

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction, develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship on behalf of the Mission and Vision of its stakeholder (SVDP Society Victoria) in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Being clear about its primary reason for existence, its vision and mission and stating the key values that will guide organisational and employee behaviour
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Monitoring organisational performance and evaluating the results achieved.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Establishing a risk management framework and monitoring compliance.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.
- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

REQUIREMENTS OF BOARD MEMBERS

Qualities

VincentCare Board members will:

- Have commitment to the Mission of VincentCare and the ethos of the SVDP Society;
- Demonstrate the practicing of Vincentian values;
- Understand good governance and the responsibilities associated with being a director of a company;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have the ability to debate in an inclusive manner;
- Be willing to express an opinion;
- Have broad life and world experience.

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations.

The following skills will build Board capacity in the light of our responsibilities:

- Legal;
- Home/Community Aged Care;
- Financial/Accounting;
- Social Work;
- Disability Services;
- Community Services;
- Workings and Processes of Government;
- Risk Management/Quality Management – audits.

Experience

The following experience as relevant to members:

- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Aged Care;
- Policy Development;
- Advocacy;
- Fundraising;
- Facilities & Asset management;
- Commercial Experience;
- Governance (Risk assessments).

KEY RESPONSIBILITIES

Chairman of the Board

The Chairman of the VincentCare Board Committees is a member of the Board and has responsibility for ensuring that the Board and Board Committees remain focused on its purpose and desired outcomes in accordance with its Constitution, Mission and Vision and in support of the ethos of the SVDP Society by:

- Serving as the Chief Volunteer of the organisation.
- Partnering the Chief Executive in achieving the organisation's mission.
- Providing leadership to the Board of Directors, who set policy and to whom the Chief Executive is accountable.
- Ensuring the maintenance of the highest standards of governance.
- Chairing meetings of the Board after developing the agenda with the Chief Executive.
- Ensuring that the Board is sensitive to organisational climate.
- Maintaining effective liaison with the organisation through the Chief Executive.
- Ensuring the Board's role in strategic planning.
- Appointing the chairpersons of committees, in consultation with other Board members.

- Serving *ex officio* as a member of committees and attends their meetings as appropriate.
- Discussing issues confronting the organization with the Chief Executive.
- Helping to guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Reviewing with the Chief Executive any issues of concern to the Board.
- Ensuring adequate financial planning and financial reporting.
- Playing a leading role in fundraising activities.
- Leading the formal evaluation of the Chief Executive the effectiveness of the Board members.
- Ensuring annual evaluation of the performance of the organisation in achieving its mission.

Mandatory requirements

All appointments within VincentCare Victoria are subject to satisfactory completion of a police check and character/performance reference checks. Police checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis during the period of employment.

All appointments are subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent.

POSITION DESCRIPTION

Position: VincentCare Victoria, Treasurer
Duration: 3 years with a further option for re-appointment
Location: Central Office – 2/452 Flinders Street, Melbourne 3000
Date: April 2018

VINCENTCARE VICTORIA

VincentCare Victoria was established to provide a range of professional accommodation and support services to people that are facing disadvantage and those that are ageing throughout metropolitan and regional Victoria.

VincentCare Victoria's primary focus is to:

- provide quality services for people at risk or experiencing homelessness, people with a disability, and men and women struggling with complex needs including substance abuse and mental health issues
- advocate for vulnerable and disadvantaged people, respect their dignity and rights and understand their needs so as to provide them with support and encouragement and enable greater independence.

Our Mandate

VincentCare was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare is committed to expressing Christian love by embedding the following values in its culture: *Courage, Leadership, Accountability, Compassion, Excellence, Dignity*

Our Motto

People, Place... Purpose

Diversity and Inclusion

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their cultural background, ability, ethnicity, gender identity, sexual orientation or religion.



Hubs

VincentCare services to clients are provided through Hubs, with each hub providing a range of support including accommodation, case management outreach.

Inner Melbourne Community Hub: Provides a range of accommodation and support services, including crisis accommodation, drug and alcohol case management, and adult outreach.

Northern Community Hub: A hub with housing dispersed throughout the community, along with family violence services, case management services and youth outreach services.

Social Enterprises Hub: Incorporates Ozanam Enterprises in Mornington, an Australian Disability Enterprise which provides a range of supported, practical, hands-on employment and training opportunities to people with disabilities or facing other forms of disadvantage.

Hume Community Hub: VincentCare's Hume Community Hub was established in 2016 to incorporate the family violence support programs that have been operating in Shepparton for many years. The Hub also provides emergency relief, financial counselling and capacity building and Home Care Packages.

Strategic Direction

Over the past four years, VincentCare has initiated significant review and reform, and action to guide the way the organisation delivers services to clients in order to ensure that our service delivery fulfils our mission to care for the most disadvantaged.

Strategic Directions 2015-18, builds on the success of our previous strategic plan through a focus on six key outcome areas. While continuing to focus on the needs of our core client group, key components of our new strategic direction include:

- Supporting clients to both define and achieve their own goals and aspirations
- An integrated approach to stakeholder engagement to strengthen and build relationships and partnerships
- A skilled and engaged workforce of people whose values align with the organisation
- Effective, transparent, informed management structures and organisational processes
- A strong foundation for future growth, including industry leading service design and brand
- Innovative leadership at all levels of the organisation, including the development of leadership pathways.

THE VINCENTCARE VICTORIA BOARD

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship on behalf of the mission and vision of its stakeholder (SVDP Society Victoria) in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Being clear about its primary reason for existence, its vision and mission and stating the key values that will guide organisational and employee behaviour
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Monitoring organisational performance and evaluating the results achieved.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Establishing a risk management framework and monitoring compliance.
- Regularly scanning the external operating environment to ensure that the organisations strategic direction remains both appropriate and achievable.
- Creating a governance leadership that facilities effective and accountable managerial leadership and operational performance.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

REQUIREMENTS OF BOARD MEMBERS

Qualities

VincentCare Board members will:

- Have commitment to the Mission of VincentCare and the ethos of the SVDP Society;
- Demonstrate the practicing of Vincentian values;
- Understand good governance and the responsibilities associated with being a director of a company;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have the ability to debate in an inclusive manner;
- Be willing to express an opinion;
- Have broad life and world experience.

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations.

The following skills will build Board capacity in the light of our responsibilities:

- Legal;
- Home/Community Aged Care;
- Financial/Accounting;
- Social Work;
- Disability Services;
- Community Services;
- Workings and Processes of Government;
- Risk Management/Quality Management – audits.

Experience

The following experience as relevant to members:

- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Aged Care;
- Policy Development;
- Advocacy;
- Fundraising;
- Facilities & Asset management;
- Commercial Experience;
- Governance (Risk assessments).

KEY RESPONSIBILITIES

1. Chairman Risk Audit & Finance Committee (Treasurer)

The Chair of a VincentCare Board Committees is a member of the Board and has responsibility for ensuring that the Committee remains focused on its purpose and desired outcomes in accordance with the Board approved Terms of Reference by:

- Overview of the Risk and Audit Governance structures and reporting frameworks in consultation with the CEO and Internal Auditor.
- Oversight of internal controls over financial policies, reporting and frameworks.
- Overview of the system of internal controls and risk management systems.
- Active involvement in the internal and external audit process.
- Advising on governance arrangements and the organisations' processes for monitoring compliance with laws, regulations, and the code of conduct, Board policies and directions.
- Setting the tone for the committee work.
- Ensuring that members have the information needed to do their jobs.
- Ensuring that the Committee members are familiar with the programs and facilities discussed by the committee.
- Overseeing the logistics of committee's operations.
- Keeping the Board's Chair informed by consulting on ongoing business of the committee.
- Reporting to the full Board on committee's decisions/recommendations.

- Working closely with the Chief Executive, and other staff as agreed to by the Chief Executive.
- Assigns work to the committee members, sets the agenda and runs the meetings, and approves draft meeting minutes in consultation with the CEO.
- Initiates and leads the committee's annual Ensures development and board review of financial policies and procedures

2. Deputy Chair of the Risk Audit & Finance Committee (Deputy Treasurer)

The Deputy Chair of the Risk, Audit & Finance Committee of the VincentCare Board will support the Chair in all the above responsibilities and is available to Chair a meeting of the committee in the absence of the Chair.

Mandatory requirements

All appointments within VincentCare Victoria are subject to satisfactory completion of a police check and character/performance reference checks. Police checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis during the period of employment.

All appointments are subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent.

POSITION DESCRIPTION

Position: VincentCare Victoria, Board Committee Chairman
Duration: 3 years with a further option of up to 3 years
Location: Central Office 2/452 Flinders Street, Melbourne 3000
Date: April 2018

VINCENTCARE VICTORIA

VincentCare Victoria was established to provide a range of professional accommodation and support services to people that are facing disadvantage and those that are ageing throughout metropolitan and regional Victoria.

VincentCare Victoria's primary focus is to:

- provide quality services for people at risk or experiencing homelessness, people with a disability, and men and women struggling with complex needs including substance abuse and mental health issues
- advocate for vulnerable and disadvantaged people, respect their dignity and rights and understand their needs so as to provide them with support and encouragement and enable greater independence.

Our Mandate

VincentCare was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare is committed to expressing Christian love by embedding the following values in its culture: *Courage, Leadership, Accountability, Compassion, Excellence, Dignity*

Our Motto

People, Place... Purpose

Diversity and Inclusion

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their cultural background, ability, ethnicity, gender identity, sexual orientation or religion.



Hubs

VincentCare services to clients are provided through Hubs, with each hub providing a range of support including accommodation, case management outreach.

Inner Melbourne Community Hub: Provides a range of accommodation and support services, including crisis accommodation, drug and alcohol case management, and adult outreach.

Northern Community Hub: A hub with housing dispersed throughout the community, along with family violence services, case management services and youth outreach services.

Social Enterprises Hub: Incorporates Ozanam Enterprises in Mornington, an Australian Disability Enterprise which provides a range of supported, practical, hands-on employment and training opportunities to people with disabilities or facing other forms of disadvantage.

Hume Community Hub: VincentCare's Hume Community Hub was established in 2016 to incorporate the family violence support programs that have been operating in Shepparton for many years. The Hub also provides emergency relief, financial counselling and capacity building and Home Care Packages.

Strategic Direction

Over the past four years, VincentCare has initiated significant review and reform, and action to guide the way the organisation delivers services to clients in order to ensure that our service delivery fulfils our mission to care for the most disadvantaged.

Strategic Directions 2015-18, builds on the success of our previous strategic plan through a focus on six key outcome areas. While continuing to focus on the needs of our core client group, key components of our new strategic direction include:

- Supporting clients to both define and achieve their own goals and aspirations
- An integrated approach to stakeholder engagement to strengthen and build relationships and partnerships
- A skilled and engaged workforce of people whose values align with the organisation
- Effective, transparent, informed management structures and organisational processes
- A strong foundation for future growth, including industry leading service design and brand
- Innovative leadership at all levels of the organisation, including the development of leadership pathways.

THE VINCENTCARE VICTORIA BOARD

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship on behalf of the mission and vision of its stakeholder (SVDP Society Victoria) in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Being clear about its primary reason for existence, its vision and mission and stating the key values that will guide organisational and employee behaviour
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Monitoring organisational performance and evaluating the results achieved.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Establishing a risk management framework and monitoring compliance.
- Regularly scanning the external operating environment to ensure that the organisations strategic direction remains both appropriate and achievable.
- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

REQUIREMENTS OF BOARD MEMBERS

Qualities

VincentCare Board members will:

- Have commitment to the Mission of VincentCare and the ethos of the SVDP Society;
- Demonstrate the practicing of Vincentian values;
- Understand good governance and the responsibilities associated with being a director of a company;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have the ability to debate in an inclusive manner;
- Be willing to express an opinion;
- Have broad life and world experience.

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations.

The following skills will build Board capacity in the light of our responsibilities:

- Legal;
- Home/Community Aged Care;
- Financial/Accounting;
- Social Work;
- Disability Services;
- Community Services;
- Workings and Processes of Government;
- Risk Management/Quality Management – audits.

Experience

The following experience as relevant to members:

- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Aged Care;
- Policy Development;
- Advocacy;
- Fundraising;
- Facilities & Asset management;
- Commercial Experience;
- Governance (Risk assessments).

KEY RESPONSIBILITIES

3. Chairman of a Board Committee

The Chair of a VincentCare Board Committees is a member of the Board and has responsibility for ensuring that the Committee remains focused on its purpose and desired outcomes in accordance with the Board approved Terms of Reference by:

- Setting the tone for the committee work.
- Ensuring that members have the information needed to do their jobs.
- Ensuring that the Committee members are familiar with the programs and facilities discussed by the committee.
- Overseeing the logistics of committee's operations.
- Keeping the Board's Chair informed by consulting on ongoing business of the committee.
- Reporting to the full Board on committee's decisions/recommendations.
- Working closely with the Chief Executive, and other staff as agreed to by the Chief Executive.
- Assigns work to the committee members, sets the agenda and runs the meetings, and approves draft meeting minutes in consultation with the CEO.

- Initiates and leads the committee's annual evaluation.

4. Deputy Chair of a Board Committee

The Deputy Chair of a VincentCare Board Committees will support the Chair in all the above responsibilities and is available to Chair a meeting of the committee in the absence of the Chair.

Mandatory requirements

All appointments within VincentCare Victoria are subject to satisfactory completion of a police check and character/performance reference checks. Police checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis during the period of employment.

All appointments are subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent.

POSITION DESCRIPTION

Position: VincentCare Victoria, Board Member
Duration: 3 years with a further option for re-appointment
Location: Central Office
Date: April 2018

VINCENTCARE VICTORIA

VincentCare Victoria was established to provide a range of professional accommodation and support services to people that are facing disadvantage and those that are ageing throughout metropolitan and regional Victoria.

VincentCare Victoria's primary focus is to:

- provide quality services for people at risk or experiencing homelessness, people with a disability, and men and women struggling with complex needs including substance abuse and mental health issues
- advocate for vulnerable and disadvantaged people, respect their dignity and rights and understand their needs so as to provide them with support and encouragement and enable greater independence.

Our Mandate

VincentCare was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare is committed to expressing Christian love by embedding the following values in its culture:

Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Our Motto

People, Place... Purpose

Diversity and Inclusion

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their cultural background, ability, ethnicity, gender identity, sexual orientation or religion.



Hubs

VincentCare services to clients are provided through Hubs, with each hub providing a range of support including accommodation, case management outreach.

Inner Melbourne Community Hub: Provides a range of accommodation and support services, including crisis accommodation, drug and alcohol case management, and adult outreach.

Northern Community Hub: A hub with housing dispersed throughout the community, along with family violence services, case management services and youth outreach services.

Social Enterprises Hub: Incorporates Ozanam Enterprises in Mornington, an Australian Disability Enterprise which provides a range of supported, practical, hands-on employment and training opportunities to people with disabilities or facing other forms of disadvantage.

Hume Community Hub: VincentCare's Hume Community Hub was established in 2016 to incorporate the family violence support programs that have been operating in Shepparton for many years. The Hub also provides emergency relief, financial counselling and capacity building and Home Care Packages.

Strategic Direction

Over the past four years, VincentCare has initiated significant review and reform, and action to guide the way the organisation delivers services to clients in order to ensure that our service delivery fulfils our mission to care for the most disadvantaged.

Strategic Directions 2015-18, builds on the success of our previous strategic plan through a focus on six key outcome areas. While continuing to focus on the needs of our core client group, key components of our new strategic direction include:

- Supporting clients to both define and achieve their own goals and aspirations
- An integrated approach to stakeholder engagement to strengthen and build relationships and partnerships
- A skilled and engaged workforce of people whose values align with the organisation
- Effective, transparent, informed management structures and organisational processes
- A strong foundation for future growth, including industry leading service design and brand
- Innovative leadership at all levels of the organisation, including the development of leadership pathways.

THE VINCENCARE VICTORIA BOARD

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship on behalf of the mission and vision of its stakeholder (SVDP Society Victoria) in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Being clear about its primary reason for existence, its vision and mission and stating the key values that will guide organisational and employee behaviour
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Monitoring organisational performance and evaluating the results achieved.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Establishing a risk management framework and monitoring compliance.
- Regularly scanning the external operating environment to ensure that the organisations strategic direction remains both appropriate and achievable.

- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

REQUIREMENTS OF BOARD MEMBERS

Qualities

VincentCare Board members will:

- Have commitment to the Mission of VincentCare and the ethos of the SVDP Society;
- Demonstrate the practicing of Vincentian values;
- Understand good governance and the responsibilities associated with being a director of a company;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have the ability to debate in an inclusive manner;
- Be willing to express an opinion;
- Have broad life and world experience.

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations. The following skills will build Board capacity in the light of our responsibilities:

- Legal;
- Home/Community Aged Care;
- Financial/Accounting;
- Social Work;
- Disability Services;
- Community Services;
- Workings and Processes of Government;
- Risk Management/Quality Management – audits.

Experience

The following experience as relevant to members:

- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Aged Care;
- Policy Development;
- Advocacy;
- Fundraising;
- Facilities & Asset management;
- Commercial Experience;
- Governance (Risk assessments).

KEY RESPONSIBILITIES

1. Board Member

VincentCare Board members accept responsibility as a member of the Board for the performance of the organisation by:

- Regularly attends board meetings and important related meetings.
- Respecting the CEO and staff for their role in achieving the organisation's objectives.
- Making a serious commitment to participate actively in committee work and in the activities of VincentCare.
- Volunteering for and being willing to accept assignments and complete them thoroughly and on time.

- Staying informed about all relevant matters, preparing themselves well for meetings, and reviews and comments on minutes and reports.
- Gets to know other members and builds a collegial working relationship that contributes to consensus.
- Is an active participant in annual evaluation and planning efforts.
- Is actively involved in the promotion of fundraising efforts and participates in fund raising activities for the organisation.

Mandatory requirements

All appointments within VincentCare Victoria are subject to satisfactory completion of a police check and character/performance reference checks. Police checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis during the period of employment.

All appointments are subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent.

ANNEXURE C



**VincentCare
Victoria**

RISK AUDIT AND FINANCE COMMITTEE

TERMS OF REFERENCE

2. VINCENTCARE'S MANDATE, ASPIRATION, PURPOSE AND VALUES

Our Mandate

VincentCare and VincentCare Community Housing was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

"Yours must be a work of love, of kindness; you must give your time, your talents, yourselves. The disadvantaged person is a unique person of God's fashioning with an inalienable right to respect. You must not be content with tiding him or her over the crisis; you must study their condition and the injustices which brought about their condition, with the aim of a long term improvement."

Blessed Frederic Ozanam (1813-1853)

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare Victoria is committed to expressing Christian love by embedding the following values in its culture:

Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Our Motto

People, Place... and Purpose

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their ability, cultural background, ethnicity, gender identity, sexual orientation or religion.



The VincentCare (Victoria) Board incorporating VincentCare Community Housing constituted a Risk Audit and Finance Committee (the RAF Committee) in 2010.

3. CONTEXT

VincentCare (comprising VincentCare Victoria and VincentCare Community Housing) seeks to support those who are disadvantaged, to assist people in dealing with their disadvantage and in living a full life, and further to learn from our experience so that we may advocate for a better, more inclusive society where disadvantage is minimised.

VincentCare Victoria operates a diverse range of accommodation and support services for people experiencing disadvantage, and is committed to applying an appropriate duty of care to all people in contact with VincentCare services. This includes protecting people's personal and cultural safety regardless of ability, cultural background, ethnicity, gender identity, sexual orientation or religion.

The Board is responsible for the stewardship and future well-being of VincentCare Victoria. The Board's focus is to exercise leadership, enterprise, integrity and judgement in directing VincentCare in order to ensure the agency's long term viability and effectiveness and in doing so meets all its legal and moral responsibilities.

4. PURPOSE

The Committee is established by the Board to support the Boards oversight responsibilities for ensuring good governance through strategic financial management and the effective management of risk. The Committee is an advisory committee to the Boards and does not have delegations of authority from the Boards.

5. ROLE

The Committee will work with the Finance Committee and the Audit Risk and Compliance Committee (the Joint Committee) established by the State Council of St Vincent de Paul (the Council) to help ensure a mutually supportive relationship, recognising that the Council is the sole shareholder of VincentCare and a close working relationship is necessary to the efficacy of both organisations.

The primary role of the RAF Committee will relate to the specific activities of VincentCare and of VincentCare Community Housing as directed by their Boards which have common membership and office-bearers (referred to as the Board), and will include:

- a) Oversight of internal controls over financial policies, reporting and frameworks,
- b) Overview of the system of internal controls and quality management systems,
- c) Active involvement in the internal and external audit process,
- d) Advising on governance arrangements and the organisations' processes for monitoring compliance with laws, regulations, and the code of conduct, Board policies and directions.

6. RESPONSIBILITIES

The primary responsibility of the Committee is to generally advise the Board of VincentCare and the organisation's Executive specifically in the following areas:

- a) In respect to matters regarding governance, strategic risk and financial management by the board of VincentCare.

- b) Working with the Joint Committees having regard to the terms of reference of those committees as they affect VincentCare and common interests with the Council.
- c) Overseeing the preparation of the VincentCare budgets in accordance with the directions of the Board.
- d) Overseeing the adequacy of frameworks for the development, management, and replacement of the assets of the organisation.
- e) Managing the appointment, retention and termination of the external auditor in association with the Joint Committees.
- f) Establishing avenues for the receipt of communications from employees and others regarding any concerns about accounting, auditing, internal control or financial reporting matters.
- g) In conjunction with the joint committees discussing the results of the independent auditor, including review of the plan of implementation for any recommendations provided by the independent auditor in a management letter.
- h) Overseeing management's review of internal controls of the VincentCare including:
 - Financial and other risks.
 - Internal audit activities
 - Fraud prevention and detection activities
 - Internal controls over financial reporting
 - Legal and Compliance Risk
 - Operational Risk
 - Clinical Risk
- i) Reviewing the annual financial statements
- j) Monitoring management's processes for ensuring the organisation's compliance with various laws, regulations, contracts and grants.
- k) Undertaking additional tasks requested by the Board of Directors
- l) Considering matters of a Strategic Nature related to Finance, Risk and Audit which are referred by the CEO prior to recommendation to the Board.

7. MEMBERSHIP

The Committee will consist of at least 2 Board members appointed annually and jointly by the Board, including the Treasurer as Chair of the Committee, not including the Board Chair who shall be an *ex officio* member of the Committee. The Board may appoint external members to the Committee but Board members must comprise a majority.

Three members, including at least one Board member, shall constitute a quorum at any meeting of the Committee.

The Chief Executive Officer will attend each meeting of the Committee unless otherwise determined by the Committee.

All members should have good financial analysis skills and or specific industry related skills or undertake appropriate training, and at least one member should have a formal accounting/finance qualification and related experience.

The Chair of the Committee must be a Board member but not the Board Chair.

All members of the Boards will receive notices of meetings and are welcome to attend as observers.

8. MEETINGS

Meetings will be held not less than quarterly and at other times determined by the Committee. The Chair of the Committee will:

- convene each meeting and will determine the content of the agenda in liaison with the CEO.
- provide opportunities as needed for members to raise matters without the presence of officers.

The Chair of the Committee will:

- arrange for the circulation of the agenda to members at least four clear working days prior to each meeting.
- bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.
- prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

The Committee may also invite persons with relevant experience and expertise to its meetings, as it deems appropriate.

9. REPORTING

The minutes of each Committee meeting will be placed on the agenda of the following meeting of each Board, after interim approval by the Chair where there has not been an opportunity for Committee approval.

Under agreement of the Society, the Committee and the CEO will attend the Society's Finance and Audit & Risk (ARC) committees in order to liaise on matters arising and affecting the Committee and Boards of VincentCare and VincentCare Community Housing.



TERMS OF REFERENCE

2. VINCENTCARE'S MANDATE, ASPIRATION, PURPOSE AND VALUES

Our Mandate

VincentCare and VincentCare Community Housing was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

"Yours must be a work of love, of kindness; you must give your time, your talents, yourselves. The disadvantaged person is a unique person of God's fashioning with an inalienable right to respect. You must not be content with tiding him or her over the crisis; you must study their condition and the injustices which brought about their condition, with the aim of a long term improvement."

Blessed Frederic Ozanam (1813-1853)

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare Victoria is committed to expressing Christian love by embedding the following values in its culture:

Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Our Motto

People, Place... and Purpose

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their ability, cultural background, ethnicity, gender identity, sexual orientation or religion.



3. CONTEXT

VincentCare (comprising VincentCare Victoria and VincentCare Community Housing) seeks to support those who are disadvantaged, to assist people in dealing with their disadvantage and in living a full life, and further to learn from our experience so that we may advocate for a better, more inclusive society where disadvantage is minimised.

VincentCare Victoria operates a diverse range of accommodation and support services for people experiencing disadvantage, and is committed to applying an appropriate duty of care to all people in contact with VincentCare services. This includes protecting people's personal and cultural safety regardless of ability, cultural background, ethnicity, gender identity, sexual orientation or religion.

The Board is responsible for the stewardship and future well-being of VincentCare Victoria. The Board's focus is to exercise leadership, enterprise, integrity and judgement in directing VincentCare in order to ensure the agency's long term viability and effectiveness and in doing so meets all its legal and moral responsibilities.

VincentCare Victoria Limited is an incorporated company established by the Society of St Vincent de Paul Victoria Inc. with specific responsibilities for the Society's work in nominated areas including aged care, homelessness and disability employment. As a controlled entity of the Society, VincentCare Victoria has a number of arrangements with the Society to ensure overall good governance, including reporting relationships and structural arrangements.

VincentCare understands service and business providers including charitable organisations do, and should, have an obligation to comply with relevant legislation and standards and to be transparent and accountable to their stakeholders. Good corporate governance is the framework that allows for an organisation to be directed and managed to achieve its outcomes effectively and ensures that those who direct and control the company do so accountably. The structure and relationships the policies, procedures and practices (and related systems) allows an organisation to operate effectively, responsively, ethically and compliantly, while controlling risk. In many respects, good governance is about positioning the organisation to be sustainable. This framework is "shaped" by informed, objective and aware people who serve as Directors and Officers within VincentCare and who are in a position to develop effective strategies and to have real influence over the business, and who act with care and diligence.

To this end VincentCare has policies and procedures in place to:

- ensure the organisation pursues its mission with a culture base on Vincentian values.
- ensure accuracy, consistency and responsiveness to key stakeholders (for example, customers, shareholders, regulators);
- facilitate productive and efficient work practices, to guide, develop and monitor people's performance;
- capture, interpret and report accurate and relevant data; and
- manage the risks inherent to the VincentCare's operations, and aligned with its overall strategic direction.

VincentCare is committed to the role good governance plays, in compliance, risk management, business performance and sustainable growth in order to achieve better outcomes on behalf of those we serve.

The VincentCare (Victoria) Board incorporating VincentCare Community Housing constituted a Governance Committee in 2010.

4. PURPOSE

The Governance Committee is established by the Board to ensure effective accountability and to support the Board's oversight responsibilities, including appropriate relationships with VincentCare's sole shareholder the Society of St Vincent de Paul Victoria, for ensuring good governance through strategic and effective structures, processes and relationships.

The Committee is an advisory Committee to the Board and does not have delegations of authority from the Board.

5. ROLE

The primary role of the Committee is related to the specific responsibilities of VincentCare and of VincentCare Community Housing as directed by their Boards.

At this time the Boards have common membership and office-bearers and by resolution of both Boards conduct their business within one monthly Board meeting.

The Governance Committee serves to:

- a) Advise on relevant governance arrangements so as to ensure the Boards' effective accountability and strategic directions, systems of accountability and organisation processes for monitoring compliance with relevant laws, regulations, oversight of all governance related documents eg. Constitution, policies and culture.
- b) Review and recommend the Boards Governance Charter.
- c) Review and recommend the Boards Nominations and Appointments Policy.
- d) Review the performance of the Chief Executive Officer and advise the Chairman in determination of any remuneration adjustment in accordance with contract provisions.
- e) Review Chief Executive Succession Planning.

6. RESPONSIBILITIES

The primary responsibility of the Committee is to generally advise the Boards, specifically in the following areas:

- a) Evaluation of the Boards and their members and all Committees of the Boards.
- b) Review as necessary the VincentCare Board's Nomination Policy approved by State Council of the Society of St Vincent de Paul so as to facilitate State Council agreement to recommended Board appointments.
- c) Develop criteria for selection of members of the Boards and its Committees having regard to appropriate skills, experience and diversity including gender balance.
- d) Advise the Boards in relation to tenure of appointment for Board members on Committees of the Board and on the Boards as a whole.
- e) Develop and maintain oversight of succession planning for Board members on Committees and of the Boards as a whole.
- f) Have in place a process for the identification of potential Board and Committee members.
- g) Provide a program for induction for new Board members.
- h) Provide a program for ongoing professional development for Board members.

- i) Conduct the Annual Performance Review of the Chief Executive Officer and advise the Chairman in determination on any remuneration adjustment in accordance with contract provisions.
- j) Conduct an annual performance review of the Board of VincentCare and VincentCare Community Housing and the Chief Executive Officer in its pursuit of the Board strategic plan and priorities.
- k) Ensure an effective relationship between the Boards and the CEO.
- l) Ensure appropriate succession plans are in place for the organisation.
- m) Undertake additional tasks requested by the Board of Directors.
- n) Policies in regards to remuneration of Officers.

7. MEMBERSHIP

The Committee consists of The Chairman of the VincentCare Victoria Board plus two other Board members, appointed by resolution annually and jointly by the Board.

Two members shall constitute a quorum at any meeting of the Committee.

The Chief Executive Officer and or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee.

The Committee will be chaired by a member of the Board.

The Committee has the authorisation as needs arise to bring in specialised individuals as required to attend meetings or to provide specialised advice.

8. MEETINGS

Meetings are held bimonthly and at other times determined by the Committee.

The Chair of the Committee will:

- convene each meeting and will determine the content of the agenda in liaison with the CEO.
- provide opportunities for members to raise matters without the presence of the CEO.

The CEO will:

- arrange for the circulation the agenda to members at least four clear working days prior to each meeting.
- bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.
- prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

9. REPORTING

The minutes of each Committee meeting are placed on the agenda of the following meeting of each Board, after interim approval by the Chair where there has not been an opportunity for Committee approval.



TERMS OF REFERENCE

2. VINCENTCARE'S MANDATE, ASPIRATION, PURPOSE AND VALUES

Our Mandate

VincentCare and VincentCare Community Housing was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

"Yours must be a work of love, of kindness; you must give your time, your talents, yourselves. The disadvantaged person is a unique person of God's fashioning with an inalienable right to respect. You must not be content with tiding him or her over the crisis; you must study their condition and the injustices which brought about their condition, with the aim of a long term improvement."

Blessed Frederic Ozanam (1813-1853)

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare Victoria is committed to expressing Christian love by embedding the following values in its culture:

Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Our Motto

People, Place... and Purpose

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their ability, cultural background, ethnicity, gender identity, sexual orientation or religion.



3. CONTEXT

VincentCare (comprising VincentCare Victoria and VincentCare Community Housing) seeks to support those who are disadvantaged, to assist people in dealing with their disadvantage and in living a full life, and further to learn from our experience so that we may advocate for a better, more inclusive society where disadvantage is minimised.

VincentCare Victoria operates a diverse range of accommodation and support services for people experiencing disadvantage, and is committed to applying an appropriate duty of care

to all people in contact with VincentCare services. This includes protecting people's personal and cultural safety regardless of ability, cultural background, ethnicity, gender identity, sexual orientation or religion.

The Board is responsible for the stewardship and future well-being of VincentCare Victoria. The Board's focus is to exercise leadership, enterprise, integrity and judgement in directing VincentCare in order to ensure the agency's long term viability and effectiveness and in doing so meets all its legal and moral responsibilities.

The development and maintenance of appropriate Infrastructure, environment and people to support the needs of VincentCare's work with the disadvantaged is considered a vital component in the continuing development of quality outcomes for all our residents, clients and staff.

The VincentCare (Victoria) Board incorporating VincentCare Community Housing constituted a Property and Infrastructure Committee (the P&I Committee) in 2010.

4. PURPOSE

The Property & Infrastructure Committee is established by the Board to ensure effective accountability and to support the Board's oversight responsibilities, in relation to the development and maintenance of its infrastructure needs and resources.

The Committee is an advisory Committee to the Board and does not have delegations of authority from the Board.

5. ROLE

The primary role of the Committee is related to the specific responsibilities of VincentCare and of VincentCare Community Housing as directed by their Boards. At this time the Boards have common membership and office-bearers and by resolution of both Boards conduct their business within one monthly Board meeting.

The Property & Infrastructure Committee serves to advising the Board and the Risk, Audit and Finance Committee in respect to matters regarding compliance, strategic risk and financial management in relation to Property, Capital Asset, ICT & Infrastructure matters.

6. RESPONSIBILITY

The primary responsibility of the Committee will be to generally advise the Board and serve as an initial source of Board views and advice for the organisation's executive, specifically in the following areas:

- a) Oversight of the preparation of the VincentCare and VincentCare Community Housing capital budgets in accordance with the directions of the Board and in consultation with the Risk, Audit and Finance Committee.
- b) Oversight of the adequacy of frameworks for the development, management, acquisition and replacement of the assets of the organisation.
- c) Establishing avenues for the receipt of communications from employees and others regarding any concerns about assets, internal control or Property & Infrastructure reporting matters.
- d) Discuss the strategic property and infrastructure directions of VincentCare.

- e) Overseeing management's review of internal asset controls of VincentCare including:
- Financial and other risks;
 - Internal auditing activities;
 - Asset maintenance and replacement;
 - Internal mechanisms for financial reporting specific to the asset portfolio;
 - Legal and compliance risk specific to the asset portfolio;
 - In conjunction with Risk Audit & Finance Committee, OH&S Risk associated with properties or property related operations;
 - Relevant policy development and implementation.
- f) Overview of the Facilities Assets & Procurement annual strategic business plan;
- g) Monitoring management's processes for ensuring the organisation's compliance with relevant laws, regulations, contracts, purchases and grants;
- h) Undertaking additional tasks requested by the Board of Directors.
- i) Considering matters referred by the CEO.

7. MEMBERSHIP

The Committee will consist of at least 2 Board members appointed annually and jointly by the Board, not including the Board Chair who shall be an *ex officio* member of the Committee. The Board may appoint external members to the Committee but Board members must comprise a majority.

Three members, including at least one Board member, shall constitute a quorum at any meeting of the Committee.

The Committee has the authorisation as needs arise invite specialised individuals as required to attend meetings or to provide specialised advice, subject to budgetary provision where cost is involved.

The Chief Executive Officer and or delegated officer(s) will attend each meeting of the Committee *ex officio* unless otherwise determined by the Committee,

All members should have good asset analysis skills and or specific industry related skills or undertake appropriate training, and at least one member should have building, asset or property related experience.

The Chair of the Committee must be a Board member but not normally the Board Chair.

All members of the Board will receive notices of all meetings of the Property & Infrastructure Committee and are welcome to attend as observers. Observers may be invited with the agreement of the Chair.

8. MEETINGS

Meetings will be held monthly and at other times determined by the Committee.

The Chair of the Committee will:

- convene each meeting and will determine the content of the agenda in liaison with the CEO.
- provide opportunities as needed for members to raise matters without the presence of officers.

The CEO will:

- circulate the agenda to members at least four clear working days prior to each meeting.
- bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.
- Arrange for the preparation of minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

The Committee may also invite persons with relevant experience and expertise to its meetings, as it deems appropriate.

8. REPORTING

The minutes of each Committee meeting will be placed on the agenda of the following meeting of each Board, after interim approval by the Chair where there has not been an opportunity for Committee approval.



TERMS OF REFERENCE

2. VINCENTCARE'S MANDATE, ASPIRATION, PURPOSE AND VALUES

Our Mandate

VincentCare and VincentCare Community Housing was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

"Yours must be a work of love, of kindness; you must give your time, your talents, yourselves. The disadvantaged person is a unique person of God's fashioning with an inalienable right to respect. You must not be content with tiding him or her over the crisis; you must study their condition and the injustices which brought about their condition, with the aim of a long term improvement."

Blessed Frederic Ozanam (1813-1853)

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare Victoria is committed to expressing Christian love by embedding the following values in its culture:

Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Our Motto

People, Place... and Purpose

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their ability, cultural background, ethnicity, gender identity, sexual orientation or religion.



3. CONTEXT

VincentCare (comprising VincentCare Victoria and VincentCare Community Housing) seeks to support those who are disadvantaged, to assist people in dealing with their disadvantage and in living a full life, and further to learn from our experience so that we may advocate for a better, more inclusive society where disadvantage is minimised.

VincentCare Victoria operates a diverse range of accommodation and support services for people experiencing disadvantage, and is committed to applying an appropriate duty of care to all people in contact with VincentCare services. This includes protecting people's personal

and cultural safety regardless of ability, cultural background, ethnicity, gender identity, sexual orientation or religion.

The Board is responsible for the stewardship and future well-being of VincentCare Victoria. The Board's focus is to exercise leadership, enterprise, integrity and judgement in directing VincentCare in order to ensure the agency's long term viability and effectiveness and in doing so meets all its legal and moral responsibilities.

As a leading homelessness services provider in Victoria, a key priority of VincentCare is to play a larger role in shaping the longer term strategic response to homelessness and disadvantage. We will work with our partners as well in this endeavour.

This role will be optimised where VincentCare can rely on a sound evidence base, research and policy development.

As part of our objective to address and reduce the impact of homelessness and disadvantage, it is vital that VincentCare invests time and energy in its active involvement in conducting and supporting research on key priority areas for homelessness. This will inform VincentCare in relation to our own strategic priorities. Importantly, it will also inform our partners, government and the broader community.

The VincentCare Victoria Board incorporating VincentCare Community Housing have constituted a Program, Policy & Practice Committee (the PPP Committee).

4. PURPOSE

The Committee is established by the Board to support the Board's oversight responsibilities for ensuring good governance ensuring that our programs, policy and practice are aligned with overall strategy and direction of VincentCare to support the fulfilment of our mission and in the delivery of programs to clients.

The primary role of the committee will relate to the specific activities of VincentCare and VincentCare Community Housing and will include:

- a) Overview of program management, relevant policies, and practice frameworks;
- b) Overview over strategic program development that may alter from time to time;
- c) Ensuring all program delivery is fully aligned with the relevant legislation and regulation, sector development and with Board policies and directions;

The Committee is an advisory committee to the Board and does not have delegations of authority from the Board.

5. ROLE

The primary role of the committee will relate to the specific activities of VincentCare and of VincentCare Community Housing as directed by their Boards which have common membership and office-bearers (referred to as the Board).

6. RESPONSIBILITIES

The Committee will:

- a) Provide advice and guidance to the VincentCare Board, on sector reform and how this informs and impacts VincentCare's Service delivery model and platforms.
- b) Advise the Board in the development and review of VincentCare program, policy, and practice.
- c) Support VincentCare activities in social policy, advocacy and research

development in pursuing VincentCare Victoria's role as focussing on the most disadvantaged in our community including the homeless and aligned to its strategic directions.

- d) When appropriate provide advice to the Board on requests and proposals to strategically support key projects and/or partnerships with other organisations on joint projects.
- e) Advise the Board in relation to risk and risk mitigation strategies related to its programs, policy and practice goals in pursuit of the organisation's strategic directions.

In carrying out these responsibilities the Committee will additionally:

- a) Encourage partnering with other organisations as appropriate and avoiding unnecessary duplication of the work of other organisations.
- b) Advise the Board on findings and/or recommendations or possible implications arising from individual policy and research projects.
- c) Advise the Board on changes and enhancements to VincentCare's service delivery model and platforms.

7. MEMBERSHIP

The Committee will consist of at least two Board members appointed annually by resolution and jointly by the Board, not including the Board Chair who shall be an ex officio member of the Committee.

The Board may appoint external members to the Committee but Board members must comprise a majority.

Three members, including at least one Board member, shall constitute a quorum at any meeting of the Committee.

The committee may invite persons with relevant experience and expertise to its meetings or, as needs arise, engage specialised individuals as required to attend meetings or otherwise provide specialised advice, subject to budgetary provision where cost is involved.

The Chief Executive Officer and/or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee.

The CEO will appoint a member of the Executive Management Team as Executive Officer to the Committee.

The Chair of the Committee must be a Board member appointed by the Board.

8. MEETINGS

Meetings will normally be held two-monthly and at other times determined by the Committee.

The Chair of the Committee will:

- Convene each meeting and will determine the content of the agenda in liaison with the CEO.
- Provide opportunities as needed for members to raise matters without the presence of officers.

The CEO will:

- Circulate the agenda to members at least four clear working days prior to each meeting.
- Bring to the attention of the Committee or the Chair any risks arising for the

organisation or other matters that impact on the Committee's responsibilities.

- Arrange for the Executive Officer to prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

9. REPORTING

The minutes of each Committee meeting will be placed on the agenda of the following meeting of each Board, after interim approval by the Chair where there has not been an opportunity for Committee approval.



TERMS OF REFERENCE

2. VINCENTCARE'S MANDATE, ASPIRATION, PURPOSE AND VALUES

Our Mandate

VincentCare and VincentCare Community Housing was established to extend the Christian Mission of the St Vincent de Paul Society to support and advocate on behalf of the most disadvantaged Victorians

"Yours must be a work of love, of kindness; you must give your time, your talents, yourselves. The disadvantaged person is a unique person of God's fashioning with an inalienable right to respect. You must not be content with tiding him or her over the crisis; you must study their condition and the injustices which brought about their condition, with the aim of a long term improvement."

Blessed Frederic Ozanam (1813-1853)

Our Aspiration

To be the leader in providing care, hope and advocacy for those facing disadvantage

Our Purpose

To create opportunities and lasting change for the most marginalised

Our Values

VincentCare Victoria is committed to expressing Christian love by embedding the following values in its culture:

Courage, Leadership, Accountability, Compassion, Excellence, Dignity

Our Motto

People, Place... and Purpose

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their ability, cultural background, ethnicity, gender identity, sexual orientation or religion.



The Boards of VincentCare Victoria (VCV) and of VincentCare Community Housing (VCCH) (the Boards) have resolved to establish an Investment Committee (the Committee) as a sub-committee of the Boards' Risk, Audit & Finance Committee.

3. CONTEXT

VincentCare (comprising VincentCare Victoria and VincentCare Community Housing) seeks to support those who are disadvantaged, to assist people in dealing with their disadvantage and in living a full life, and further to learn from our experience so that we may advocate for a better, more inclusive society where disadvantage is minimised.

VincentCare Victoria operates a diverse range of accommodation and support services for people experiencing disadvantage, and is committed to applying an appropriate duty of care to all people in contact with VincentCare services. This includes protecting people's personal and cultural safety regardless of ability, cultural background, ethnicity, gender identity, sexual orientation or religion.

The Board is responsible for the stewardship and future well-being of VincentCare Victoria. The Board's focus is to exercise leadership, enterprise, integrity and judgement in directing VincentCare in order to ensure the agency's long term viability and effectiveness and in doing so meets all its legal and moral responsibilities.

1. PURPOSE

The Investment Committee is established by the Boards to support the Boards' oversight responsibilities for ensuring good governance through strategic financial management of its capital funds for investment, in accordance with the Investment Strategy endorsed by the Board, December 2013.

The Investment Strategy provides for the prudent management of the capital base, ensuring that the Agency's risk return profile is appropriate to achieve the maintenance of an adequate capital base and that investment income is sustainable, and can be relied upon by programs to service clients. The Investment Strategy recognises the importance of aligning the investment management objectives with VincentCare's overall business strategies. To this end, investment objectives will always reflect balance between growth and income to fund the Agency's core operations.

While the Committee is an advisory committee to the Board and does not have delegations of authority from the Board, the establishment of an appropriate governance framework for the Investment Committee includes provision for external advisors, including fund managers, to support the work of the Committee by recommending policy and strategy to achieve the investment objectives.

Reporting to the Board through the RAF Committee the Investment Committee will provide:

- A rigorous and proactive approach to investment management and governance.
- An opportunity to separate business operations from investment management.
- An opportunity to take a whole of balance sheet approach to investment management with investment outcomes linked to working capital and cash flow requirements
- For a broad range of asset classes to be considered for investment in meeting overall objectives
- An opportunity to recruit members (preferably a mix of internal and external) with specialist investment or financial markets experience.

2. RESPONSIBILITIES

The primary responsibility of the Investment Committee will be to generally advise the Board of VincentCare and VincentCare Community Housing and the organisation's executive specifically in the following areas:

- oversight and review of investment risk management exposure

- to review on a quarterly basis all any investment or loan made on or behalf of VincentCare including authorized investments
- oversight and review policies and processes governing investments and the investment portfolio and to monitor compliance with those policies as established in the quality framework and audit.
- establishment of investment benchmarks and review of investment performance
- ethical considerations; and legal and compliance obligations.
- consider and recommend asset class allocations;
- the appointment of an independent investment advisor(s), including terms of reference for engagement and
- to monitor on an ongoing basis the performance of appointed investment advisors and recommend to the Board retention or termination of advisors as deemed appropriate.
- review investment product recommendations from fund managers; and
- make recommendations on any other investment issues that may have policy or operational implications.
- to perform such other responsibilities regarding VincentCare's investment activities or policies or other matters as the Board / RAF may from time to time assign to the Committee.

The Investment Committee will undertake its work in alignment with any investment Policy established by the National Council of the St Vincent de Paul Society which may exist from time to time.

3. MEMBERSHIP

The Committee will be appointed annually and jointly by the Boards, not including the Chair of either Board who shall be an *ex officio* member of the Committee. The Boards may appoint external members to the Committee but Board members must comprise a majority.

All appointed Board members appointed as members of the Boards' RAF Committee will automatically be considered members of the Investment Committee. Three members, including at least one Board member, shall constitute a quorum at any meeting of the Committee,

The Chief Executive Officer and the Chief Finance Officer will attend each meeting of the Committee unless otherwise determined by the Committee.

All members should have good financial analysis skills and or specific industry related skills or undertake appropriate training, and at least one member should have a formal accounting/finance qualification and related experience.

The Chair of the Committee must be a member of the RAF Committee but not the Chair of either Board.

All members of the Board will receive notices of meetings and are welcome to attend as observers.

4. MEETINGS

Meetings will be held not less than quarterly and at other times determined by the Committee.

The Chair of the Committee will convene each meeting and will determine the content of the agenda in liaison with the CEO.

The Chair will provide opportunities as needed for members to raise matters without the presence of officers.

The CEO will circulate the agenda to members at least four clear working days prior to each meeting.

The CEO will bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.

The CEO will prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

The Committee may also invite persons with relevant experience and expertise to its meetings, as it deems appropriate.

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the VincentCare's expense, such independent counsel or other advisers as it deems necessary for the proper performance of its responsibilities including authority to recommend approval of the fees or other compensation, and other retention terms, to be borne by the VincentCare.

5. REPORTING

The minutes of each Committee meeting will be placed on the agenda of the following meeting of each Board, after interim approval by the Chair where there has not been an opportunity for Committee approval.

**CODE OF ETHICS AND CONDUCT FOR OFFICERS
OF VINCENTCARE**

1. Principles of Conduct

Those who work with VincentCare must maintain standards of conduct and ethics consistent with Christian and Vincentian values and demonstrate the highest level of integrity and competence, treating everyone fairly, reasonably and equitably.

- *Responsibility and impartiality* – The Board should ensure compliance with Christian and Vincentian values and with all relevant legislative, industrial and administrative requirements and act in an impartial manner.
- *Respect for people* – All are to be treated fairly and consistently, in a non-discriminatory manner with proper regard for their rights and obligations. Board members are expected to perform their duties in a professional and responsible manner and ensure that decisions and actions are reasonable, fair and appropriate to the circumstances, are based on a consideration of the relevant facts, and supported by adequate documentation.
- *Honesty integrity and public interest* – Board members always are to act honestly and in the public interest, rather than in their private interest.
- *Responsive service* - Board members should understand their role, the relationship to other organisations and their relationship with management. Board members should also understand who their stakeholders are.
- *Economy and efficiency* – The Board should look for ways to improve organisational performance and achieve high levels of service to our disadvantaged clients. The exercise of authority, use of resources and information should only be used for the work purposes intended.

2. Personal and Professional Behaviour

Board members should clearly understand their public duty and legal responsibilities and act properly, without exceeding the powers set out in their enabling legislation.

In addition, Board members must perform their functions with:

- integrity;
- impartiality;
- honesty;
- conscientiousness;
- care;
- skill;
- diligence; and
- commitment to Vincentian principles and the public interest.

3. Accountability

The Board's work must reflect a high standard of accountability, transparency and fairness. The Board must ensure the efficient and fully accountable expenditure of funds provided by donors, government and others. Transparency requires visibility of decision making, clarity of reasoning and communication, and ready availability of information about performance.

Board members should attend all meetings as far as possible, and allow the necessary time to prepare for meetings. Decisions and the reasons for the decisions and processes of the Board must be documented and minutes of all official meetings prepared and retained as official records.

4. Use of Organisation Resources

Resources are only to be used for the approved purposes of VincentCare.

5. Use of Official Information

Board members must not disclose information or documents acquired as a consequence of membership of the Board other than with proper authority. Board members must also not make improper use of information acquired to, directly or indirectly; gain an advantage for themselves or for another person.

6. Gifts and Benefits

Board members should be wary of accepting gifts and benefits where they may feel obliged to act contrary to rules of integrity, impartiality and honesty. Gifts received in order to obtain a benefit or favour a form of corruption.

Board members must not accept gifts or benefits that place them under an actual or perceived financial or moral obligation. Accepting a gift or benefit is essentially a matter of judgement but a Board member will need to be satisfied that their position will not in any way be compromised or appear to be compromised by acceptance. Transparency and disclosure should be normal practice to ensure integrity.

7. Disclosure of Interests

Board members must disclose interests to the board (including positions and pecuniary interests) in corporations, partnerships and other businesses that may be relevant to the activities of the board.

8. Recognising and Managing Conflicts of Interest

Board members are appointed for their expertise and skill in particular areas. As a consequence there may be the potential for conflicts of interest to arise between a member's duties to the board and his or her personal interests (or the duties or interests of others). Conflicts of interest must be avoided in accordance with the provisions of the Charter.

*"We can define a **conflict of interest** as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties."*

*("Charitable Conflicts of Interest", *Journal of Business Ethics* 39:1-2, 67-74, August 2002, p.68)*

TENDERING AND CONTRACT MANAGEMENT GUIDELINES

Arrangements for the organisation to enter into contractual relationships involve Officers acting on behalf of the organisation and must always be subject to the high standards of accountability required of the organisation in all matters.

It is important to avoid situations that may give rise to probity concerns, e.g., not getting the best possible deal, lack of transparency and accountability, allegations of favouritism, conflicts of interest, and opportunities for corruption. Probity concerns can be minimised by following a structured process that provides transparency in decision making.

1. Establish Need

Initially VincentCare officers should establish the need for the work required. Depending on the scope of the work (see below), a brief will need to be prepared by an appropriately qualified person and approved by the CEO. All proposed works should be consistent with approved VincentCare plans and budgets.

2. Prepare Brief

The brief might also be referred to as specifications, request for proposal, invitation to tender or terms of reference.

A brief is prepared to provide a consistent set of information to all potential bidders and the brief will need to:

- provide some background information,
- explain the purpose of the project,
- explicitly detail each of the tasks expected of the bidder,
- detail the timing of the tasks to be undertaken or completed,
- require regular progress reports to be provided,
- set out the payment schedule,
- specify that payment will be subject to satisfactorily meeting pre-determined performance measures/milestones,
- set out the criteria under which bids will be evaluated, and
- state the place to send the bid and due date.

Value for money is achieved through a fair and open process that allows innovations and new technologies to be introduced or encourages contractors to improve delivery. Therefore the brief should clearly specify the intended outputs or outcomes but should not be overly prescriptive on how these outputs or outcomes are to be achieved since this will preclude the consideration of innovative solutions.

3. Invite Bids

At this stage, consideration needs to be given to whether to invite proposals from a small group (e.g. previous contractors) or open up proposals by advertising the proposal widely and inviting proposals from anyone.

Undertaking a competitive process does not necessarily require an open tender process to be undertaken. Depending on the value of the contract, a selective tendering process can be undertaken. As a general rule the greater the value of the contract, the more detailed the brief and a more open tendering process should be selected.

The following table provides guidance on the minimum number of bids to seek.

Estimated Cost of Consultant/Contract	Minimum Number of Proposals
Up to \$1,000 in value	Verbal quotes
Over \$1,000 to \$10,000 in value	At least one written quotation
Over \$10,000 to \$100,000 in value	Minimum of three written quotations
Over \$100,000 in value	An open tender

The minimum number of bids required may be reduced in rare cases, e.g. where a project is genuinely confidential and cannot be publicised or is genuinely urgent and cannot be deferred. It is important in all situations, for the circumstances and reasons for the decision to be recorded and available for review by internal and external auditors.

Sufficient time should be provided for potential bidders to prepare their submissions (usually between two and four weeks). The time allowed would vary according to the complexity of the task/project and generally the larger the dollar value of the contract the more time is provided to prepare a bid.

4. Receive Bids

Security and confidentiality of information supplied by consultants/contractors must be assured. Bids received should be marked to record the date/time of receipt and all bids should be opened together, shortly after the closing date for the receipt of bids. For added assurance of probity and confidentiality, it may be desirable to open bids in the presence of an independent observer.

5. Evaluation of proposals

All proposals should be evaluated against the criteria which were established in the brief and made known to bidders. Generally the dollar value of the bid will not be the most important issue and non-price related factors such as no declared or perceived conflicts of interest, ability and resources (reliability) to undertake the task required, quality and previous experience in successfully undertaking similar tasks will be important factors to consider.

For proposals of \$100,000 or more, consideration should be given to establishing an evaluation committee comprising an independent person (e.g. someone outside VincentCare). The conduct of the evaluation and rationale for recommendations should be recorded appropriately for audit purposes. When dealing with large, complex or controversial proposals consideration should be given to the appointment of an internal auditor or probity auditor who can provide independent scrutiny and ensure integrity of the process.

6. Approve Selected Bid

Approval of the preferred tenderer should be undertaken by a person with the appropriate delegation.

7. Enter into Contract

A formal letter of engagement and contract should then be drawn up. The contract should specify the tasks, performance measures, timing and payment schedule that was set out in the brief or modified by negotiation.

8. Monitor and Evaluate

A process for monitoring and evaluating progress should be established and will generally involve the proponent providing regular reports to VincentCare.

Performance should be monitored according to the performance measures and milestones established in the brief stage. If staged payments are being provided, ideally these payments would be linked to the performance or achievement of predetermined

milestones. The brief should also require regular progress reports to be provided which account for the funds expended and details of work in progress and actions completed.

At the completion of project VincentCare should utilise where appropriate/possible third party verification to confirm the tasks have been completed to an adequate standard, e.g. an accounting firm can be engaged to review and report on compliance with the contractual obligations. Internal auditors can then be engaged to undertake some random checks on the performance of the contracts and the quality of the services provided by third parties.

A post-project evaluation should also be considered since it is not possible to develop a contract that is able to anticipate all eventualities (known as asymmetric information problem and goes to the heart of the principal-agent relationship of contract management). The post-project evaluation can identify how the tendering process could be improved, identify whether the project delivered the outcomes expected, and evaluate the performance of the successful tender.

9. Direct Negotiations

Direct negotiations refer to exclusive negotiations entered into by an organisation with a prospective provider or buyer without first using a competitive process.

As a general rule direct negotiations should be avoided. This is because there are very few circumstances in which it can be assured they result in the best value being obtained for the public.

The closed nature of direct negotiations also makes them the subject of accusations of improper behaviour, and can increase the opportunity for bribes to be offered and favours given. The market should be tested to ensure the best possible value is obtained, unless clear and unambiguous circumstances indicate that direct negotiations are appropriate.

Direct negotiations include negotiations to extend an existing contract for a period significantly longer than originally envisaged, or to include substantially different goods or services. This does not include legitimate or anticipated variations to a contract which fall within the general scope of work or service originally contemplated. It also does not include negotiations conducted with a preferred tenderer in a properly run tender process.

10. Possible Conflicts of Interest

*"We can define a **conflict of interest** as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties."*²

Conflicts of interest can arise in a number of ways, for example, when those responsible for assessing proposals or undertaking negotiations have a personal interest in the success of a particular proponent. If the brief is too narrow, this may create the impression of favouring a particular proponent by excluding or reducing the competition. The perception of a conflict of interest can give rise to complaints, loss of public confidence and delays in the projects. It is therefore important to have policies in place to identify and deal with conflicts of interest or perceived conflicts of interest.

² "Charitable Conflicts of Interest", *Journal of Business Ethics* 39:1-2, 67-74, August 2002. (p.68)