Southern New England Landcare Ltd

Board and Director Governance Manual

Southern
New England
Landcare

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How to Use this Manual

This Manual is the Board's primary governance handbook. It supports directors in understanding their governance responsibilities and the principles that guide how those responsibilities are exercised at Southern New England Landcare Ltd.

The Manual should be read by all new directors as part of their induction and revisited periodically by the Board as part of its commitment to effective governance.

The Manual complements the Company's Constitution, Board policies and relevant legislation. It is not intended to replace them.

Effective governance requires judgement. Rather than prescribing a response to every situation, this Manual provides a governance framework to assist directors in making thoughtful, informed decisions that support the organisation's purpose, values, strategic directions and long-term success.

Governance Philosophy

The Board recognises that effective governance is about more than compliance. It is about providing thoughtful stewardship of the organisation in pursuit of its purpose and values.

This Manual reflects the governance philosophy adopted by the Board of Southern New England Landcare Ltd. It describes both the Board's governance responsibilities and the principles that guide how those responsibilities are carried out.

In exercising its responsibilities, the Board is guided by the following principles:

- stewardship of the organisation and its purpose;
- governance that reflects the organisation's values;
- a clear separation between governance and management;
- governance through Board-approved policies and management through procedures;
- collective responsibility supported by individual accountability;
- respectful dialogue, constructive challenge and, wherever practicable, consensus, and
- continuous improvement through periodic reflection and review.

The Board also recognises that good governance evolves. This Manual therefore describes the Board's current governance practices while supporting governance approaches that the Board has consciously chosen to strengthen over time.

1. Purpose

Southern New England Landcare Ltd exists to support and strengthen community-led Landcare across the New England region by fostering resilient landscapes, thriving communities and sustainable agricultural and environmental management.

The Board exists to provide stewardship of the organisation in pursuit of that purpose.

The Board is responsible for ensuring that the organisation is governed effectively, ethically and sustainably in accordance with applicable legislation, our Constitution and values.

In fulfilling this role, the Board:

- establishes the organisation's strategic directions;
- approves governance policies and monitors their implementation;
- appoints, supports and oversees the Chief Executive Officer;
- exercises appropriate financial stewardship;
- oversees organisational risk and compliance;
- monitors organisational performance, and
- acts in the long-term interests of the organisation, its members and the communities it serves.

The Board governs collectively. Individual directors contribute their knowledge, experience and judgement to Board deliberations but have no authority to act on behalf of the organisation unless authorised by the Board or provided for under the Constitution.

Effective governance requires more than compliance. It requires thoughtful judgement, respectful relationships, informed decision making, and a commitment to the organisation's purpose and values.

This Manual provides the governance framework that supports the Board in fulfilling these responsibilities consistently and effectively.

2. Governance Framework

The Board governs Southern New England Landcare Ltd within a framework established by applicable legislation, the organisation's Constitution, Board-approved policies and recognised principles of good governance.

This framework provides the authority, responsibilities and accountability that enable the Board to govern effectively while ensuring the organisation remains true to its purpose, values and strategic directions.

2.1 Sources of governance authority

The Board derives its authority and responsibilities from:

- the *Corporations Act 2001* (Cth);
- the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and associated Governance Standards;
- the organisation's Constitution;
- other applicable legislation and regulatory requirements;
- Board-approved policies, and
- resolutions of the Board that are consistent with applicable legislation and our Constitution.

Directors are expected to understand these governance obligations and exercise their responsibilities with appropriate care, diligence and good faith.

2.2 Governance and management

The Board governs the organisation by determining its strategic directions, approving governance policies, overseeing organisational performance, managing risk, ensuring compliance, and appointing and supporting the Chief Executive Officer.

Management is responsible for implementing the Board's strategic direction, operating the organisation, managing staff and resources, developing and implementing procedures, and delivering programs and services.

The Board governs through policy. Management manages through procedures.

The Board does not become involved in the day-to-day management of the organisation except where required to fulfil its governance responsibilities.

2.3 Delegation

The Board may delegate authority to the Chief Executive Officer or to Board committees where appropriate.

Delegation enables efficient decision making while allowing the Board to focus on governance matters.

Delegation does not diminish the Board's collective responsibility for the governance of the organisation. The Board remains accountable for the exercise of delegated authority and maintains appropriate oversight through reporting, monitoring and review.

2.4 Governance principles

In exercising its governance responsibilities, the Board is guided by the following principles:

- acting in the best interests of the organisation;
- supporting the organisation’s purpose, values and strategic directions;
- acting with integrity, honesty and accountability;
- making informed, evidence-based decisions;
- respecting the distinction between governance and management;
- encouraging respectful discussion, constructive challenge and, wherever practicable, consensus, and
- seeking continuous improvement in governance practice.

These principles guide how the Board exercises its authority and fulfils its responsibilities.

3. Board Responsibilities

The Board is collectively responsible for the governance of Southern New England Landcare Ltd.

In fulfilling this responsibility, the Board provides strategic leadership, exercises stewardship of the organisation's resources, oversees organisational performance and ensures that the organisation operates lawfully, ethically and in accordance with its purpose and values.

The Board's responsibilities include the following.

3.1 Strategic leadership

The Board:

- determines the organisation's strategic directions;
- approves the Strategic Plan and monitors its implementation;
- considers emerging opportunities, challenges and risks;
- promotes the long-term sustainability of the organisation.

3.2 Governance

The Board:

- establishes and maintains an effective governance framework;
- approves and reviews the organisation’s policies;
- monitors governance effectiveness;
- oversees compliance with applicable legislation and the Constitution.

3.3 Chief Executive Officer

The Board:

- appoints, supports and, where necessary, removes the Chief Executive Officer;
- delegates appropriate operational authority to the Chief Executive Officer;
- monitors the Chief Executive Officer’s performance;
- provides guidance and support while respecting the distinction between governance and management.

3.4 Financial stewardship

The Board:

- approves the annual budget;
- monitors the organisation’s financial performance and financial sustainability;
- approves significant financial commitments in accordance with delegated authorities;
- ensures appropriate financial controls and accountability.

3.5 Risk and compliance

The Board:

- oversees the organisation's approach to risk management;
- monitors significant organisational risks;
- ensures compliance with applicable legislation and regulatory obligations;
- promotes an appropriate culture of risk awareness and accountability.

3.6 Organisational performance

The Board:

- monitors progress towards strategic objectives;
- receives regular reports on organisational performance;
- evaluates whether the organisation is fulfilling its purpose and delivering value to members, stakeholders and the broader community.

The Board’s Governance Calendar (Appendix A) assists in scheduling annual and recurring governance responsibilities throughout the year.

3.7 Organisational culture

The Board:

- promotes the organisation’s values;
- encourages ethical leadership and respectful behaviour;
- supports a positive organisational culture that reflects the organisation’s purpose and values.

The Board exercises these responsibilities collectively. Individual directors contribute to Board deliberations and decision making, but authority rests with the Board as a whole unless otherwise provided by the Constitution or delegated by the Board.

4. Directors

Directors play a vital role in ensuring that Southern New England Landcare Ltd is governed effectively, ethically and in accordance with its purpose and values.

While the Board exercises authority collectively, each director has individual responsibilities to contribute their knowledge, experience and judgement to Board deliberations and decision making.

4.1 General responsibilities

Each director is expected to:

- act in good faith and in the best interests of the organisation;
- exercise appropriate care, diligence and independent judgement;
- support the organisation’s purpose, values and strategic direction;
- prepare for and actively participate in Board meetings;
- contribute constructively to Board discussions and decision making;
- respect the confidentiality of Board information, and
- comply with applicable legislation, the Constitution and Board policies.

4.2 Collective responsibility

Directors are collectively responsible for Board decisions.

Once the Board has made a decision, directors are expected to support that decision publicly, while retaining the right to express differing views during Board deliberations.

Constructive discussion and respectful disagreement strengthen Board decision making and are encouraged.

4.3 Conflicts of interest

Directors must identify, disclose and appropriately manage actual, potential and perceived conflicts of interest in accordance with applicable legislation, the Constitution and the Board’s Conflict of Interest Policy.

Directors should avoid situations where personal interests could improperly influence, or reasonably be perceived to influence, their judgement.

4.4 Continuing development

Directors are encouraged to maintain and develop the knowledge and skills necessary to fulfil their governance responsibilities. This can include undertaking professional development relevant to their governance responsibilities.

The Board supports ongoing governance education, induction of new directors and periodic review of Board capability.

4.5 Standards of conduct

Directors are expected to demonstrate:

- integrity and honesty;
- respect for fellow directors, staff, volunteers and stakeholders;
- openness to different perspectives;
- accountability for their actions and decisions, and
- a commitment to continuous improvement in governance.

These standards contribute to a culture of trust, respectful relationships and effective governance.

5. Board Meetings

Board meetings are the principal forum through which the Board exercises its governance responsibilities.

Effective meetings enable directors to consider strategic issues, oversee organisational performance, make informed decisions and fulfil their collective governance responsibilities.

5.1 Purpose of Board meetings

Board meetings provide the opportunity for directors to:

- consider matters requiring Board direction or approval;
- review organisational performance;
- oversee financial performance and risk;
- consider strategic opportunities and challenges;
- fulfil statutory and governance responsibilities, and
- make decisions in the best interests of the organisation.

5.2 Meeting preparation

Directors are expected to prepare for Board meetings by reading meeting papers before the meeting and seeking clarification where necessary.

Meeting papers should be distributed sufficiently in advance to enable informed consideration of the matters before the Board.

5.3 Conduct of meetings

The Chair is responsible for facilitating meetings that are orderly, respectful and focused on effective governance.

Directors are encouraged to:

- participate actively in discussion;
- contribute constructively and respectfully;
- ask questions and seek clarification;
- provide constructive challenge where appropriate;
- listen to differing views, and
- work towards consensus wherever practicable.

5.4 Decision making

The Board seeks to make decisions through informed discussion and consensus.

Where consensus cannot be achieved and a decision required, decisions will be made in accordance with the voting provisions of the Constitution.

Once a decision has been made, all directors are expected to support the decision of the Board.

5.5 Board papers and minutes

Board papers should provide directors with clear, accurate and timely information to support informed decision making.

Minutes should accurately record Board resolutions and key decisions, together with any actions arising from those decisions. Minutes should provide sufficient detail to understand the Board’s rationale for decisions and the Board’s position on agenda items. Minutes are a formal record of the Board’s decisions and conclusions rather than a transcript of discussion.

5.6 Confidentiality

Board discussions and papers are confidential unless the Board determines otherwise or disclosure is required by law.

Directors are expected to respect the confidentiality of Board deliberations while supporting transparent communication of Board decisions where appropriate.

6. Board Composition, Office Bearers, Capability and Succession

The effectiveness of the Board depends on the collective knowledge, experience, skills and diversity of its directors. While individual directors contribute their own expertise and perspectives, it is the Board acting collectively that governs Southern New England Landcare Ltd.

The composition of the Board is dictated by the Constitution and Membership Policy. In considering Board composition, members should seek to maintain an appropriate balance of:

- governance experience;
- financial and business expertise;
- natural resource management and agricultural knowledge;
- community leadership and engagement;
- legal, regulatory or policy experience;
- organisational leadership and people management;
- strategic thinking and risk management,
- corporate knowledge, and
- diversity of backgrounds, experience and perspectives.

The Board recognises that no individual director is expected to possess all of these attributes. Effective governance arises from the complementary strengths of directors working collaboratively.

6.1 Office bearers

The Board elects its office bearers in accordance with the Constitution.

Each office bearer has additional leadership responsibilities while remaining subject to the same legal duties and collective responsibilities as every other director.

Office bearers support the effective operation of the Board but do not possess greater authority than other directors unless specifically authorised by the Constitution or by resolution of the Board.

6.2 Chair

The Chair plays a central role in supporting the effectiveness of the Board and fostering a culture of good governance.

The Chair leads by facilitating effective decision making and helps ensure that the Board fulfils its governance responsibilities in accordance with the organisation's purpose, values and governance framework.

The Chair maintains a constructive working relationship with the Chief Executive Officer based on mutual respect, trust and clear accountability.

The Chair provides guidance and support to the Chief Executive Officer while recognising that responsibility for the day-to-day management of the organisation rests with the Chief Executive Officer.

The Chair does not exercise authority over the Board or the Chief Executive Officer beyond that delegated by the Board or provided for in the Constitution.

The Chair:

- provides leadership to the Board;
- promotes effective governance practices;
- fosters a positive, respectful and collaborative Board culture;
- works with the Chief Executive Officer to prepare meeting agendas;
- presides over Board meetings;
- ensures Board meetings are well planned, efficiently conducted and focused on strategic matters;
- facilitates constructive, respectful and effective discussion and consensus;
- encourages informed participation by all directors;
- ensures decisions are made in accordance with the Constitution and good governance practice;
- ensures Board decisions and positions are clearly identified and recorded;
- oversees the annual work program of the Board;
- supports the induction and mentoring of new directors;
- represents the organisation where appropriate on governance matters;
- oversees the evaluation of Board and Chief Executive Officer performance, and
- supports continuous improvement in Board performance.

The Chair may represent the Board in dealings with members, stakeholders and external organisations where appropriate.

In undertaking this role, the Chair represents the decisions and position of the Board rather than personal views, except where authorised by the Board.

6.3 Vice-chair

The Vice-chair supports the Chair in fulfilling the responsibilities of the office.

In the absence of the Chair, or when requested by the Chair or the Board, the Vice-chair will perform the functions and responsibilities of the Chair.

The Vice-chair also plays an important role in leadership continuity by supporting succession planning and maintaining familiarity with all aspects of Board governance.

6.4 Treasurer

The Treasurer provides leadership to the Board in relation to financial governance.

Working collaboratively with the Chief Executive Officer and the organisation's finance staff, the Treasurer assists the Board by:

- promoting sound financial governance;
- supporting Board understanding of financial reports and budgets;
- monitoring financial sustainability and financial risk;
- assisting the Board to understand audit findings and financial controls;
- supporting the development and review of financial policies, and
- encouraging good financial stewardship across the organisation.

Responsibility for day-to-day financial management remains with the Chief Executive Officer and authorised staff under the Board's approved delegations.

6.5 Secretary

The Secretary is appointed by the directors and helps to ensure that Board processes comply with the Constitution and applicable governance requirements.

The Secretary:

- supports sound Board governance processes;
- helps to ensure meetings are properly convened;
- oversees the accuracy and confirmation of Board minutes;
- supports compliance with governance obligations;
- assists with Board records where required, and
- supports effective communication between the Board and the Chief Executive Officer.

Administrative functions may be delegated to the Chief Executive Officer or other authorised staff. The governance responsibilities of the Secretary remain with the office bearer.

6.6 Board Capability

The Board is committed to maintaining and strengthening its collective capability.

The Board:

- maintains and annually updates its Board Skills Matrix;
- identifies capability gaps;
- encourages governance education;
- supports mentoring of new directors;
- reviews Board performance annually, and
- fosters a culture of continuous learning and improvement.

6.7 Succession planning and continuity

Leadership renewal is essential to the long-term effectiveness of the Board.

The Board actively considers succession planning for directors and office bearers to ensure continuity of governance, retention of organisational knowledge and development of future leaders.

Succession planning includes:

- identifying future capability needs;
- encouraging potential future directors;
- supporting leadership development within the Board;
- providing opportunities for directors to broaden their governance experience, and
- planning orderly transitions for office bearer positions.

7. Relationship with the Chief Executive Officer

An effective relationship between the Board and the Chief Executive Officer is fundamental to the success of Southern New England Landcare Ltd.

The relationship is based on mutual respect, trust, open communication and a clear understanding of the respective responsibilities of governance and management.

7.1 Roles and responsibilities

The Board is responsible for governance.

The Chief Executive Officer is responsible for the day-to-day management of the organisation and for implementing the strategic direction and policies established by the Board.

The Board supports the Chief Executive Officer by providing clear direction, appropriate delegation and constructive oversight while respecting management's responsibility for operational decision making.

7.2 Delegation and accountability

The Board delegates appropriate operational authority to the Chief Executive Officer through approved delegations.

The Chief Executive Officer is accountable to the Board for the exercise of delegated authority and for the performance of the organisation.

Delegation enables effective management while allowing the Board to focus on governance responsibilities.

7.3 Communication

Effective governance depends upon regular, open and timely communication between the Board and the Chief Executive Officer.

The Chief Executive Officer provides the Board with information that is accurate, timely and sufficient to support informed decision making.

The Board communicates its expectations, decisions and strategic direction clearly and respectfully.

7.4 Support and performance

The Board appoints, supports and evaluates the performance of the Chief Executive Officer.

Performance discussions should encourage continuous improvement, recognise achievements and provide constructive feedback aligned with the organisation's strategic objectives.

7.5 Respecting governance and management

Directors recognise that operational management is the responsibility of the Chief Executive Officer.

Individual directors should not direct staff or become involved in operational matters except where authorised by the Board or where necessary to fulfil their governance responsibilities.

The Board and the Chief Executive Officer work collaboratively in pursuit of the organisation's purpose while maintaining the clear distinction between governance and management.

8. Board Committees and Working Groups

The Board may establish committees or working groups to undertake aspects of its governance responsibilities in greater depth while retaining collective accountability for all governance decisions.

Committees and working groups provide focused consideration of specific governance matters, assist the Board by making recommendations and support informed Board decision making. Unless specifically delegated by the Board, committees do not make decisions on behalf of the Board.

8.1 Purpose of committees

The Board may establish committees to:

- examine governance matters in greater detail;
- provide specialist advice or recommendations;
- oversee specific areas of Board responsibility;
- improve the efficiency and effectiveness of Board governance, and
- support informed decision making by the Board.

8.2 Delegated authority

The Board determines the purpose, membership, delegated authority and reporting requirements of each committee through Board-approved Terms of Reference.

Committees exercise only those powers specifically delegated to them by the Board.

The establishment of a committee does not diminish the Board's collective responsibility for governance or accountability for decisions.

8.3 Committee membership

Committee membership is determined by the Board.

The Board may appoint directors, employees and external members with relevant expertise to a committee. The appointment of external members strengthens the committee's effectiveness.

A committee's appointment of a chair from among its members must be subsequently approved by the Board.

8.4 Committee reporting

Committees report regularly to the Board on their activities, findings and recommendations.

Committee recommendations become Board decisions only when adopted by the Board, unless decision-making authority has been expressly delegated by the Board.

Committee minutes are made available to the Board to support transparency and informed governance.

8.5 Working groups or ad hoc committees

Working groups or ad hoc committees may be established to undertake specific tasks or projects and are dissolved once their purpose has been fulfilled.

The minutes of working groups and ad hoc committees are made available to the Board to support transparency and informed governance, and their recommendations only become Board decisions when adopted by the Board.

8.6 Committee effectiveness

The Board periodically reviews the effectiveness of its committees to ensure that they continue to support good governance, remain aligned with the organisation's strategic priorities and operate in accordance with their Terms of Reference.

9. Risk Management

Effective risk governance supports the long-term sustainability of Southern New England Landcare Ltd and enables the organisation to pursue its purpose while managing uncertainty appropriately.

The Board is responsible for overseeing the organisation's approach to risk management, ensuring that significant risks are identified, assessed, managed and monitored. Responsibility for the day-to-day management of risks rests with the Chief Executive Officer and management under the Board's approved Risk Management Policy.

9.1 Board responsibility

The Board:

- establishes the organisation's risk management framework;
- approves the Risk Management Policy and related governance documents;
- determines the organisation's risk appetite and risk tolerance;
- oversees strategic and significant organisational risks;
- monitors the effectiveness of risk management, and
- promotes a culture in which risk is understood, appropriately managed and openly discussed.

9.2 Risk oversight

The Board receives regular reports on significant organisational risks and considers whether:

- key risks have been appropriately identified;
- risk controls are effective;
- emerging risks require additional attention;
- the organisation remains within its approved risk appetite and tolerance, and
- additional governance action is required.

9.3 Risk Committee

The Board has established a Risk Committee to assist it in fulfilling its governance responsibilities for risk oversight.

The Risk Committee operates in accordance with its Board-approved Terms of Reference and provides advice and recommendations to the Board. Responsibility for risk governance remains with the Board.

9.4 Risk reporting

Management provides regular reports to the Board and the Risk Committee on significant risks, control measures and emerging issues.

Risk reporting should support informed governance decisions by providing timely, accurate and meaningful information.

9.5 Continuous improvement

The Board periodically reviews the effectiveness of the organisation's risk management framework and encourages continuous improvement in risk governance.

Lessons arising from incidents, near misses, audits, reviews and changing organisational circumstances should be incorporated into the ongoing development of the organisation's risk management practices.

10. Financial Governance

The Board is responsible for the financial stewardship of Southern New England Landcare Ltd and for ensuring that the organisation's financial resources are managed prudently, transparently and in support of its purpose.

Financial governance requires the Board to oversee the organisation's financial sustainability, approve significant financial decisions and ensure that appropriate systems of financial accountability and internal control are maintained.

10.1 Board responsibility

The Board:

- approves the annual budget;
- monitors the organisation's financial performance;
- oversees long-term financial sustainability;
- approves significant financial commitments in accordance with delegated authorities;
- ensures that appropriate financial controls and accountability mechanisms are maintained, and
- fulfils its financial governance responsibilities under applicable legislation and the organisation's Constitution.

10.2 Financial reporting

The Board receives quarterly financial reports that provide sufficient information to enable informed governance decisions.

Financial reports should include information on budget performance, cash flow, financial position and significant financial risks.

The Board seeks assurance that grant funding and other restricted funds are applied in accordance with funding agreements and donor intentions.

The Board may request additional information where necessary to fulfil its governance responsibilities.

10.3 Internal controls

The Board oversees the adequacy of the organisation's systems of financial control and accountability.

Management is responsible for implementing and maintaining appropriate financial management systems, internal controls and financial procedures.

10.4 Financial sustainability

The Board considers the organisation's long-term financial sustainability when making strategic decisions.

This includes maintaining appropriate financial reserves, considering the financial implications of significant decisions and ensuring that resources are used effectively in pursuit of the organisation's purpose.

10.5 Financial accountability

The Board ensures that appropriate financial records are maintained and that financial reporting complies with applicable legislative, regulatory and funding requirements.

The Board supports a culture of transparency, accountability and responsible stewardship of the organisation's financial resources.

11. Information Governance and Use of Artificial Intelligence

The Board recognises increasing governance responsibilities relating to:

- cyber security
- privacy
- information management
- artificial intelligence tools.

Generative AI tools may assist with:

- research
- summarisation
- drafting
- policy development.

However:

- AI does not replace board judgement
- AI-generated content must be reviewed by humans
- confidential information must not be uploaded to public AI systems without approval
- AI outputs must not be treated as legal or professional advice.

The board retains responsibility for all governance decisions and published organisational content.

12. Ethics and Conflicts of Interest

The Board seeks to make decisions that are consistent with the organisation's purpose, values, strategic directions and long-term interests.

Directors are expected to act ethically, exercise independent judgement and place the interests of the organisation ahead of personal, professional or sectional interests. Ethical governance promotes trust, supports sound decision making, and strengthens the confidence of members, stakeholders and the broader community.

12.1 Standards of conduct

Directors are expected to:

- act in the best interests of the organisation;
- uphold the organisation's values and governance principles;
- demonstrate honesty, integrity and respect in all Board activities;
- maintain confidentiality where appropriate;
- make decisions objectively and in good faith, and
- comply with applicable legislation, the organisation's Constitution and Board policies.

12.2 Conflicts of interest

Directors have an ongoing responsibility to identify, disclose and appropriately manage actual, potential and perceived conflicts of interest.

Conflicts of interest should be declared as soon as they become known and managed in accordance with the organisation's Conflict of Interest Policy and the requirements of the Constitution.

Conflicts of interest are formally recorded in the organisation's Register of Conflicts of Interest.

The Board determines the appropriate management of disclosed conflicts, having regard to the nature and significance of the conflict.

12.3 Register of interests

The organisation maintains a Register of Directors' Interests to support transparency and effective governance.

Directors are responsible for ensuring that their declared interests remain accurate and up to date.

12.4 Ethical decision making

The Board seeks to make decisions that are consistent with the organisation's purpose, values, strategic directions and long-term interests.

In considering significant decisions, directors should have regard to:

- the organisation's charitable purpose and strategic directions;
- the interests of members and stakeholders;
- the long-term sustainability of the organisation;
- fairness, transparency and accountability, and
- the reputation of Southern New England Landcare Ltd.

12.5 Governance culture

The Board encourages a culture in which ethical conduct, respectful discussion, transparency and constructive challenge are valued.

Directors should contribute positively to Board deliberations while supporting collective responsibility for Board decisions once made.

13. Board Performance and Development

The Board is committed to continuous improvement in its governance practices and to maintaining the knowledge, skills and behaviours necessary to govern Southern New England Landcare Ltd effectively.

The Board recognises that good governance requires ongoing reflection, learning and development by both the Board collectively and individual directors.

13.1 Board performance

The Board reviews its effectiveness annually to identify opportunities for continuous improvement.

Board reviews consider:

- governance effectiveness;
- strategic leadership;
- meeting effectiveness;
- Board culture and decision making;
- relationships with the Chief Executive Officer, and
- progress in achieving the Board's governance responsibilities.

13.2 Director development

Directors are encouraged to maintain and develop the knowledge and skills necessary to fulfil their governance responsibilities.

Professional development may include governance education, conferences, workshops, mentoring, reading and participation in sector networks.

13.3 Induction of new directors

New directors participate in an induction process that supports their understanding of:

- the organisation's purpose, values and strategic directions;
- the Constitution and governance framework;
- Board roles and responsibilities;
- the organisation's policies;
- organisational structure and activities, and
- current strategic priorities, risks and financial position.

The Board maintains an induction process to provide all the information necessary to assist new directors to contribute effectively to the operations of the Board as early as practicable.

The induction process assists Southern New England Landcare identify appropriate governance and professional development training opportunities for new directors.

An experienced board member will act as mentor to the new member to assist orientation and governance understanding during the initial induction period.

The Director Induction Checklist is provided at Appendix B.

13.4 Board succession

The Board seeks to maintain an appropriate mix of skills, experience, knowledge and diversity to support effective governance.

Succession planning assists the Board to maintain continuity while encouraging renewal and the introduction of new perspectives. The Board maintains and regularly updates its confidential Board and CEO Succession Plan.

The Board uses a Board Skills Matrix (Appendix C) to assist in identifying governance capability, succession needs and future recruitment priorities.

13.5 Continuous governance improvement

The Board periodically reviews its governance policies, practices and procedures to ensure they remain effective, relevant and aligned with the organisation's purpose, values and strategic direction.

The Board encourages a culture of learning, reflection and continuous improvement in governance.

14. Governance Review and Continuous Improvement

Effective governance requires ongoing reflection and a commitment to continuous improvement.

The Board regularly reviews its governance practices to ensure they remain effective, appropriate and aligned with the organisation's purpose, values and strategic direction.

14.1 Board evaluation

The Board evaluates its collective effectiveness annually to identify opportunities for improvement.

Evaluation may consider the Board's governance practices, decision-making, culture, strategic focus, relationships, and effectiveness in fulfilling its governance responsibilities.

14.2 Committee review

The Board periodically reviews the role, effectiveness and continuing need for its committees to ensure they continue to support the Board's governance responsibilities.

14.3 Governance framework

The Board reviews its governance framework, including this Manual and other policies, every two years to ensure they remain current, effective and consistent with legislative requirements, good governance practice and the organisation's needs.

Annual Board evaluations inform the Board's periodic review of this Governance Manual.

14.4 Continuous improvement

The Board values continuous improvement as an essential element of good governance.

The Board seeks opportunities to strengthen its governance through reflection, learning, feedback, governance education and consideration of emerging good practice.

The purpose of governance review is not simply to maintain compliance, but to improve the Board's ability to govern effectively in support of the organisation's purpose.

15. Governance Manual Administration

This Manual is a living governance document that supports the Board in fulfilling its responsibilities effectively and consistently.

The Manual is intended to evolve as the organisation, its governance practices and the external governance environment change.

15.1 Responsibility

The Board is responsible for approving, maintaining and reviewing this Manual.

The Chair, other directors and the Chief Executive Officer may recommend amendments for the Board's consideration where improvements or updates are identified.

15.2 Review

The Board will review this Manual every two years, or earlier if required, to ensure it remains current, relevant and aligned with:

- applicable legislation and regulatory requirements;
- the organisation's Constitution;
- our values, purpose and strategic direction;
- the Board's governance practices, and
- recognised principles of good governance.

15.3 Amendments

Amendments to this Manual require approval by the Board.

Minor administrative changes that do not alter governance intent, such as legislative references, titles or formatting, may be made between formal reviews and noted to the Board.

15.4 Relationship to other governance documents

This Manual should be read in conjunction with the organisation's Constitution, Board policies and other governance documents.

Where any inconsistency arises, applicable legislation and the Constitution prevail.

16. In Conclusion

This Manual reflects the Board's commitment to governing with integrity, accountability and stewardship in support of Southern New England Landcare Ltd’s purpose, values and the communities it serves.

It is intended not only to guide current directors, but also to assist future Boards in maintaining a strong, thoughtful and continually improving culture of governance.

Appendices

Appendix A – Annual Governance Calendar

Appendix B – Director Induction Checklist

Appendix C – Board Skills Matrix Template

Appendix A – Annual Governance Calendar

Event	Workplan items to complete	Completed
Board Meeting 1 February	1. Endorse new members 2. Review December quarter financials 3. Confirm Board annual calendar and workplan 4. CEO report 5. Regional and State Landcare updates	☐ ☐ ☐ ☐ ☐
Annual Strategic Planning Workshop March	1. Environmental / horizon scan 2. Review strategic plan and strategic priorities 3. Review Board self-review recommendations 4. Review and update policy suite	☐ ☐ ☐ ☐
Board Meeting 2 April	1. Endorse new members 2. Staff presentation 3. Review March quarter financials 4. Consider Risk Committee report 5. Review risk treatments and insurance 6. Update Risk Register 7. CEO report 8. Regional and State Landcare updates	☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
MAY Member Muster May Uralla Community Centre	• Board members encouraged to network to facilitate organisational relevance to membership	☐
Board Meeting 3 June	1. Endorse new members 2. Staff presentation 3. Ratify budget for forthcoming year 4. CEO report 5. Regional and State Landcare updates	☐ ☐ ☐ ☐ ☐
Board Meeting 4 August	1. Endorse new members 2. Staff presentation 3. Review June quarter and whole of previous financial year reports 4. Review staff and CEO performance review outcomes	☐ ☐ ☐ ☐

	5. CEO report 6. Regional and State Landcare updates	☐ ☐
Board Meeting 5 October	1. Endorse new members 2. Receive SNEL's auditors report and audit findings 3. Approve previous year's annual financials 4. Review September quarter financial reports 5. Commence Board self-review 6. Commence Board skills audit 7. Organise director and office bearer nominations 8. Select John Winter Irving Bequest Awardee 9. CEO report 10. Regional and State Landcare updates	☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
Annual General Meeting November Uralla Community Centre	1. Chair's report 2. Presentation of financial statements 3. Election of Board directors and office bearers	☐ ☐ ☐
NOVEMBER Member Muster November Uralla Community Centre	• Board members encouraged to network to facilitate organisational relevance to membership	☐
Board Meeting 6 December	1. Endorse new members 2. Consider Risk Committee report 3. Review Board capability ○ Board self-review results ○ Board Skills matrix results ○ Personal development priorities 4. CEO report 5. Regional and State Landcare updates	☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
SNEL Christmas Event December	• Board members encouraged to network to facilitate organisational relevance to membership and stakeholders	☐

Appendix B – Director Induction Checklist

New Directors will be inducted into the organisation.

The induction process consists of:

1. Being provided access to the following documents and platforms via an online portal:

    - SNEL web pages
    - Constitution
    - This Board and Director Governance Manual
    - Strategic Plan
    - All policies
    - Risk Register
    - Committee and Working Group Terms of Reference
    - Latest Annual Report including audited financials
    - Last 12 months of board business papers and minutes
    - Current Board, muster meeting and events schedule
    - Organogram
    - Key organisational contacts
    - Summary of current major projects and grants
    - New Director Induction PowerPoint Presentation – slide deck

    The expectation is that new directors will be across all of the above documents within a relatively short space of time after their appointment.

2. Being welcomed in the Southern New England Landcare office and meeting the:

    - Chair and fellow directors
    - CEO
    - Staff

3. Field tour of one or two current or recent project and/or affiliated group sites with relevant directors or staff.

4. Discussions with the Chair or other assigned mentor (delegated Board member) about:

    - Governance philosophy
    - Expectations
    - Roles and responsibilities of the Board and individual directors, including:
        - the organisation's risk management framework, and

        - work and health safety responsibilities
- Current strategic priorities, grants, projects and partnerships
- Conflicts
- Confidentiality
- Collective responsibility

5. Signing of the Director Governance Commitment

   I acknowledge that governance is exercised collectively by the Board and commit to supporting the purpose, values and governance principles of Southern New England Landcare Ltd.

   Signature: ____

   Date: ____

   Director's name: ____

Appendix C – Board Skills Matrix Template

Indicate rating for knowledge, skills, and/or experience of each director

Name	Skills & experience	Advisory committee experience	Agriculture industry experience	Audit	Biodiversity assessment / identification	Business management	Climate change	Community sector experience	Ecological application	Environment industry experience	Finance / accounting / investment	Governance board /director experience	Government agency / local government	Grant writing / management experience	Human resources	Information technology / cybersecurity	Insurance	Land management experience	Landcare sector knowledge	Leadership	Legal	Managerial experience	Marketing / community engagement	Media / social media / communications	Natural capital / regenerative agriculture	Natural resource management	Not for profit entities	Philanthropy / fund raising	Public relations & marketing	Regional networking	Regulatory compliance	Risk management	SNEL corporate memory	Speak a language other than English	Stakeholder / community engagement	Strategic planning	WHS governance / management	Qualities	Age (decade born in)	Ethnicity	Gender (M / F / Other)	Integrity & community standing (5 = Hi)	Teamwork & interpersonal skills	Qualifications	Post -school qualifications (Y / N)	Other	TOTAL
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Total		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0	0	0	0	0		0	0	0

RATING LEGEND:

1	No experience or knowledge
2	Little experience or knowledge
3	Reasonable experience or knowledge
4	Considerable experience or knowledge
5	Expert experience or knowledge