



# **GOVERNANCE POLICY & PROCEDURES MANUAL**

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## INTRODUCTION

Success in developing an effective policy leadership capability will ensure a Management Committee has:

- an effective process for conducting its own business and a mechanism through which it can articulate its own values and preferences concerning the way it wishes to operate;
- a clearer sense of where its own focus and effort should be directed;
- an effective process and mechanism for strategic direction and priority setting;
- a high degree of leverage over the organisation's performance without unnecessary involvement in operational detail or activity;
- a clear framework to define the accountability and authority of different components of the organisation structure;
- clarified and provided direction to the roles and responsibilities of those in governance and management roles and assisted those with multiple responsibilities (e.g. a Management Committee member who is also a volunteer worker) to be conscious of their different responsibilities when "changing hats";
- established clear performance expectations and empowered the CEO to deliver desired outputs and to achieve the necessary operational performance standards, within a framework of acceptable risk defined by the Management Committee.

### Principles

It is tempting for a number of reasons, if "they look about right", to adopt a set of policies developed, say, by another organisation. Were a Management Committee to do so, however, simply 'rubber stamping' those policies mindlessly, the exercise would be relatively pointless and probably have no enduring value. That is because effective leadership necessitates a Management Committee acting (and 'directing') in a deliberate, thoughtful and principled manner. The process of policy making requires that a Management Committee's principles, values and perspectives be clear in the first place. The Management Committee's policies are simply then a vehicle for expressing its leadership – a tool representing the codification of its decisions about what is important.

It is important for the Management Committee, therefore, to be clear about appropriate and relevant principles itself. If it does not understand, and is not committed to, the principles involved it would be better not to adopt the policy.

In a broad sense, the following policies are built on a number of fundamental governance concepts and ideas including that:

- the Management Committee represents the interests of the 'ownership' (members and stakeholders) and acts in trust for the organisation and its fundamental purpose;
- the Management Committee's role as governing body is distinct from that of management. The Management Committee's governance role involves linkage with the ownership, setting of policies and monitoring of the organisation's success in achieving its policies; and

- the Management Committee delegates authority to the CEO, as its sole linkage to the operational organisation, and delegates to the CEO responsibility for the achievement of operational outcomes.

### **The Policy Framework**

In many organisations, governance policy grows without thoughtful design as issues arise over the years. Often it is the pattern that a series of ad hoc policy ‘patches’ are put over particular problems – usually after the event. In contrast, the following policies are intended to be developed and adopted proactively and in a coherent and connected manner. To use a sporting reference point they are the "rules" that are agreed before the game begins. They are structured as a series of interlocking and mutually reinforcing elements that provide an agreed framework for action in respect of both the Management Committee’s and the CEO’s job.

Among the benefits of this approach to establishing governance policies are that:

- all strategic objectives and policy statements that guide action are brought together in one place;
- the policies contain a clear expression of the overall results required;
- the policies facilitate clarity in setting priorities for the direction of the organisation and the resolution of any conflicts of direction or emphasis;
- the policies provide a framework within which policy development can be undertaken at more detailed levels – both governance and operational (i.e. within the organisation);
- the policies provide a framework for the development of acceptable operational activities (Means) to achieve predetermined strategic results (Ends);
- the policies provide a focus for ongoing monitoring of performance and strategic review; and
- the policies provide a vehicle for clear communication of outcomes to stakeholders and the wider community.

### **Other important principles**

There are a number of other important principles that guide the way in which this governance policy framework has been constructed and is managed. These include the following:

#### **Owners and Consumers**

- the Management Committee represents the ownership as a *whole*. It acts in their collective interests, not the interests of individuals, or specific sub-groups of stakeholders;
- ‘owners’ can also be consumers, when they receive organisation-provided services;
- the Management Committee relates primarily to the ownership level (the policy-making role). The interaction with owners who are consumers in relation to the operational *how* of service delivery, generally takes place at a staff level.

- when discussions with the Management Committee concern *what* services are provided by the organisation, they relate to the 'owner's' interests. When discussing *how* services are provided, they relate to the 'consumers' interests.

### ***Polycymaking***

- the Management Committee's principal tool for the achievement of effective governance is the development of policy that has a focus on results, not on activities;
- the Management Committee decides on the broadest, most abstract, dimension of a policy issue in any category before it moves to smaller or more specific elements. This is the concept of 'cascading' policies - that the Management Committee works down through progressively more specific levels of policy until it is satisfied that it has said enough to provide clear notification of its expectations to the CEO (note that each category begins with an overarching policy, setting the framework for the further policies in that category);
- the Management Committee stops writing policy when it reaches the point at which it is confident that the CEO or other elements in the governance structure of the organisation are likely to apply a *reasonable interpretation* of its words; and
- policies enable the Management Committee to speak with 'one voice'.

## **GOVERNANCE PROCESS POLICIES**

### **G1. The Role of the Management Committee**

- 1.1. The primary function of the Management Committee, in accordance with the constitution of the QWA, is to be responsible for the governance, stewardship of, and overall policy formulation for Weightlifting in Queensland and the management of the affairs of the QWA.
- 1.2. This means the Management Committee of the QWA is responsible for ensuring that the organisation fulfils its purpose and achieves its intended outcomes and, in doing so, meets all the legal and moral responsibilities and requirements consistent with 'best practice' corporate governance.
- 1.3. This responsibility is one of stewardship and management on behalf of the members and other stakeholders, ensuring that the QWA not only remains viable but consistently seeks positive achievement and that it has a secure long-term future. Consistent with this, the Management Committee is required to:
  - 1.3.1. set strategic direction, specifying longer-term strategic outcomes, intended shorter-term results and priorities;
  - 1.3.2. ensure that the organisation only exercises those powers and functions permitted under the constitution;
  - 1.3.3. ensure there is a clear policy and delegation framework for all decisions that must be made within the organisation and effective internal control systems that ensure compliance;
  - 1.3.4. characterise risk and ensure there is an effective process for managing and mitigating risk;
  - 1.3.5. gather information about members' and other stakeholders' concerns, needs and aspirations and remain up to date in matters concerning their interests;
  - 1.3.6. monitor and evaluate organisational performance and account for this to its members on a regular basis; always keeping members informed about matters of significance to them;
  - 1.3.7. ensure the proper keeping of records, registers, accounts, reports and lodgement of documents; and
  - 1.3.8. set performance expectations for, and delegate authority to, the CEO and to monitor and evaluate his/her performance in a manner consistent with the expectation of both individual and corporate success.

## G2. Code of Ethics and Proper Practice

- 2.1. Individually, Management Committee members of the QWA are expected to:
  - 2.1.1. act honestly and in good faith at all times;
  - 2.1.2. act diligently and prudently, acknowledging that each has equal responsibility for the financial health of the organisation and its performance generally;
  - 2.1.3. act in the best interests of the organisation as a whole, considering matters on the basis of equity and transparency and in the interests of the Queensland Weightlifting community as a whole;
  - 2.1.4. declare all interests that could result in an actual or perceived conflict between personal interests and those of the wider organisation and not take advantage of their position to seek personal advantage and comply with the conflict of interest provisions in the constitution;
  - 2.1.5. be diligent, attend Management Committee meetings and devote sufficient time to preparation for Management Committee meetings to allow full and appropriate participation in the Management Committee's deliberations;
    - 2.1.5.1. it is incumbent on any Management Committee member who misses a Management Committee meeting to ensure that they are fully briefed on its outcomes ahead of the next meeting they attend.
  - 2.1.6. ensure the proper keeping of records, registers, accounts, reports and contracts;
  - 2.1.7. ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of the QWA's objectives;
  - 2.1.8. respect the confidentiality of information and not disclose to any other person confidential information other than as agreed by the Management Committee or as required under law:
    - 2.1.8.1. Management Committee members should not reveal the nature or content of any discussions or meetings relating to policies or plans the Management Committee may be working on, without explicit agreement of the Management Committee to the effect that disclosing such information would not be detrimental to the interests of the QWA;
    - 2.1.8.2. the Management Committee should, at the very least, inform its constituents of the major decisions it has made and report on these decisions. However, the Management Committee is justified in not disclosing all its activities, on the basis that in doing so it is acting in the interests of the QWA by preventing information which may be detrimental to it, from being revealed and potentially distorted.
  - 2.1.9. act in accordance with the fiduciary duties of a Management Committee member, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role;

- 2.1.10. abide by Management Committee decisions once reached, recognising and supporting the collective decision making responsibility of the Management Committee;
  - 2.1.11. not do anything that in any way denigrates the QWA or harms its public image;
  - 2.1.12. unless agreed by the Management Committee as a whole or invited to do so by the CEO in specific circumstances, focus on governance rather than operational decision-making;
  - 2.1.13. Keep up to date with the expectations and concerns of Members and other stakeholders and ensure that these receive proper consideration either by the Management Committee or management.
- 2.2. The Management Committee shall:
- 2.2.1. exercise its powers and fulfill its responsibilities in the best interests of the QWA as a whole and on the basis of equity and transparency;
  - 2.2.2. make all enquiries, obtain all information and take such expert advice as is necessary to understand the nature of the matters on which it must deliberate and then do so thoroughly and carefully;
  - 2.2.3. once decisions have been made, speak with one voice;
  - 2.2.4. ensure that there is an appropriate separation of duties and responsibilities between itself and the CEO;
  - 2.2.5. make every reasonable effort to ensure that the QWA does not raise community, supplier or stakeholder expectations that cannot be fulfilled;
  - 2.2.6. be accountable for its own performance and regularly review its own performance as the basis for its own development and quality assurance;
  - 2.2.7. carry out its meetings in such a manner as to ensure fair and full participation of all Management Committee members; and
  - 2.2.8. ensure that the QWA's assets are protected via a suitable risk management strategy.



### G3. The Management Committee's Policy Making Role

- 3.1. The principal means by which the Management Committee fulfils its responsibilities is by developing and monitoring policies which provide direction and boundaries for both its own and the CEO's functions. The Management Committee will develop the following categories of policies:
  - 3.1.1. *Governance Process policies*; describing the way the Management Committee organises its own work and carries out its role.
  - 3.1.2. *Management Committee / CEO Linkage policies*; defining the nature of the relationship between the Management Committee and its CEO.
  - 3.1.3. *Executive Limitations policies*; making clear any constraints or limits the Management Committee places on the choice of operational means available to the CEO for the achievement of the Strategic Outcomes and Key Results policies.
  - 3.1.4. *Strategic Outcome and Key Results policies*; describing the principal outcomes the Management Committee intends that the organisation should achieve in a period; to be incorporated in a strategic plan which should be developed in partnership with management and key stakeholders.
- 3.2. The Management Committee "owns" the strategic plan and changes in strategic direction or key result areas can only be made by the Management Committee. The Management Committee shall constantly analyse and assess both external and internal factors that might inhibit, or assist the QWA to achieve the key results in its strategic plan and pursuant to its strategic outcome and key results policies.
- 3.3. The Management Committee will be proactive in developing and stating its policies.
  - 3.3.1. Any Management Committee member or the CEO may propose to the Management Committee that a policy be added, altered or deleted.
  - 3.3.2. Before the Management Committee determines its position in respect to any policy proposal it must be satisfied that:
    - the purpose of the policy proposal is explicit and clear;
    - the proposed policy is compatible with and fits within one of the four policy categories listed above;
    - the proposed policy is consistent with existing governance policies and is not better suited to a procedures manual or other separate manual, register or schedule;
    - the Management Committee has clarified higher, more abstract policy issues before it attempts to address consequent, more detailed, policy issues;
    - the Management Committee has had sufficient time to consider the proposal and to understand the rationale for its adoption.
- 3.4. All Management Committee policies will be reviewed periodically according to a Management Committee determined schedule.

- 3.5. All Management Committee policies shall be available to all Management Committee members, the CEO and to staff and other stakeholders as appropriate, via the CEO.
- 3.6. The CEO will oversee the development of operational policies defining day-to-day operational frameworks/guidelines for staff, contractors and volunteers. All operational policies shall be consistent with the principles, boundaries and definitions stated or implicit in the strategic plan and Management Committee-level policies.
- 3.7. All operational policies shall be accessible to all staff, volunteers and others who must comply with them, and to the Management Committee.

## **G4. Governance Style**

- 4.1. The Management Committee intends to govern with an emphasis on:
  - 4.1.1. taking actions that demonstrate an unequivocal commitment to achieving a high level of governance excellence;
  - 4.1.2. a future rather than a present focus;
  - 4.1.3. strategic issues rather than administrative detail;
  - 4.1.4. pro-activity rather than reactivity;
  - 4.1.5. collective rather than individual decision making;
  - 4.1.6. the recognition and acceptance of a diversity of opinions and views;
  - 4.1.7. a clear distinction between Management Committee and chief executive roles;
  - 4.1.8. open and proactive communication both internally and externally;
  - 4.1.9. modelling desired behaviours;
  - 4.1.10. developing and expressing a collective responsibility for all aspects of the Management Committee's decision making and performance.

## **G5. Management Committee Meetings**

- 5.1. Management Committee meetings will focus on governance matters such as policy making and review, progress towards the achievement of strategic outcomes and key results, accountability and financial health of the organisation rather than on administrative and operational matters.
- 5.2. Management Committee meetings will be carefully planned by the Management Committee itself to ensure that the best possible use is made of its time both on a meeting by meeting basis and over the course of each year. The principle tool the Management Committee will use to assist its planning is an annual agenda or work plan (see Agenda Planning).
- 5.3. All Management Committee members have equal rights at Management Committee meetings including the right to:
  - 5.3.1. have their questions, opinions and views heard within the context of an agreed agenda; and
  - 5.3.2. vote on an issue and/or refrain from voting.
- 5.4. The Management Committee will ensure that appropriate records of its meetings are kept to provide an accurate record of decisions reached and the principle reasons for those decisions.
- 5.5. The Management Committee will meet as often as required to carry out its responsibilities.
- 5.6. While the CEO shall normally attend all Management Committee meetings the Management Committee also reserves the right to meet periodically without him/her present. Other senior management staff shall attend Management Committee Meetings to deal with specific agenda items at the invitation of the Management Committee and with the agreement of the CEO.

## **G6. Agenda Planning**

- 6.1. To fulfill its responsibilities and to make the best possible use of its very limited meeting time, the Management Committee will prepare and follow an annual agenda or work plan that forms the basis for each successive Management Committee meeting and, in particular, schedules time for the Management Committee to:
  - 6.1.1. regularly review strategic outcomes/key results policies and relevant strategic issues;
  - 6.1.2. provide assurance that all relevant compliance requirements are addressed, and
  - 6.1.3. improve Management Committee effectiveness through education and development.
- 6.2. Examples of recurring and one-off agenda items the Management Committee will typically factor into the annual agenda include:
  - 6.2.1. Scheduled review of strategic outcomes and key results as indicated in the Management Committee's results policies, e.g. via chief executive reports and management presentations.

- 6.2.2. Scheduled time for strategic/future thinking.
  - 6.2.3. Scheduled characterisation of organisational risk.
  - 6.2.4. Consultations with key stakeholders as appropriate.
  - 6.2.5. Management Committee and Management Committee member education.
  - 6.2.6. Other policy compliance monitoring both in respect of the CEO Limitations and Governance Process policies.
  - 6.2.7. Management Committee Effectiveness review to assess Management Committee compliance with Governance Process policies.
  - 6.2.8. CEO performance appraisal review meeting and remuneration review.
  - 6.2.9. Preparation for, or review of, AGM matters.
  - 6.2.10. Meeting with the external auditor.
  - 6.2.11. Scheduled reporting by the Finance Committee or other sub committees.
  - 6.2.12. Implementation of constitutional issues.
  - 6.2.13. Management Committee composition and succession planning.
- 6.3. The Management Committee will attend to regular compliance monitoring and other items as expeditiously as possible to ensure that the greater proportion of its time is focused on the future.
  - 6.4. Specific Management Committee meetings will be arranged to focus on the Management Committee's previously agreed annual agenda or work plan. Management Committee members who wish to add additional topics for consideration should propose these to the President in the first instance. The President will either suggest other avenues to deal with the matter or refer the suggestion to the Management Committee for consideration in the light of previously agreed priorities.
  - 6.5. The agenda, together with all written papers that are to be tabled at the next Management Committee meeting, shall be circulated to all Management Committee members at least 5 working days before the date of the next Management Committee meeting – hard copy and/or email as suits each Management Committee member.
  - 6.6. The preparation of the agenda is the responsibility of the Management Committee, although the President will have the primary responsibility for ensuring that this process is carried out effectively and for finalisation of the form and contents of the agenda and the accompanying Management Committee papers.

## **G7. Role of the President**

- 7.1. While holding special responsibilities, the President is primarily a first among equals; a 'servant leader'.
- 7.2. The President's primary role is to protect the integrity of the Management Committee's processes ensuring that its actions are consistent with the constitution and the Management Committee's role and its policies and that the Management Committee carries out its role in the most effective and disciplined manner possible.
- 7.3. The President, with input from other Management Committee members and the CEO, is responsible for ensuring that Management Committee meetings are effective and efficient.
- 7.4. The President is expected to have a close and effective working relationship with the CEO but this is a linking role and it should not confuse or undermine the CEO's responsibility and accountability to the Management Committee as a whole.
- 7.5. With the approval of the Management Committee and the agreement of the CEO, the President may establish a regular communication arrangement with the CEO in which there is an exchange of information. This might also provide an opportunity for the CEO to use such sessions as a sounding board for proposed actions or to check interpretations of Management Committee policy. However;
  - 7.5.1. The President will recognise that such sessions are not used to 'personally' supervise or direct the CEO except when that person has breached Management Committee policy.
  - 7.5.2. The President will not inhibit the free flow to the Management Committee of the information necessary for sound operation by the Management Committee. Therefore, the President will never come between the Management Committee and its formal links with the CEO.
- 7.6. The President is subject to the Management Committee's policies and decisions and has no authority to unilaterally alter, amend or ignore these policies and decisions, or to instruct the CEO.
- 7.7. The President is empowered to chair Management Committee meetings, with all the generally accepted powers of that position. It is expected that:
  - 7.7.1. meeting discussion content will be confined to those issues that, according to Management Committee policy and the planning of its meeting content, clearly belong to the Management Committee and are not for the CEO to decide;
  - 7.7.2. deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point;
  - 7.7.3. all Management Committee members will be encouraged and enabled to make a contribution to the Management Committee's deliberations; and
  - 7.7.4. the President may delegate the chairing of any Management Committee or general meeting or part of such a meeting for any reason while remaining accountable to the Management Committee for the successful conduct of that meeting.

- 7.8. The President has authority act as a spokesperson for the Management Committee and to represent the organisation at appropriate events.
- 7.9. There may be times when the President is called upon to interpret a Management Committee policy or policies. All such interpretations shall reflect both the stated intent and spirit of the policy(s).
- 7.10. The President shall review meeting minutes to ensure that they accurately reflect the meeting; and ensure that any matters arising are addressed.
- 7.11. The President is an ex-officio member of all Management Committee subcommittees.
- 7.12. The President may delegate aspects of the authority accompanying the position but remains accountable for its use.

## **G8. Media Policy**

- 8.1. Unless specifically authorised, only the President and the CEO are authorised to comment publicly on the affairs and policies of the QWA. They should communicate closely with each other with regards to this role.
  - 8.1.1. Generally, the President will comment on matters that are the responsibility of the Management Committee and the CEO will comment on matters of operational significance.
- 8.2. Other Management Committee members cannot act as a spokesperson for the organisation unless the Management Committee appoints them explicitly to perform this function.

## **G9. Induction of New Management Committee Members**

- 9.1. The Management Committee will ensure that all new Management Committee members receive a thorough induction into the affairs of both the Management Committee and the QWA at large. The President will have the primary responsibility for ensuring this process is carried out effectively.
- 9.2. Prior to attendance at their first Management Committee meeting, new Management Committee members will:
  - 9.2.1. Receive a copy of the QWA Governance & Procedures Manual, the Constitution, current and recent meeting papers, an organisational chart, strategic plan, contact details for other Management Committee members and key staff, the last Annual Report, the current year's meeting schedule and Management Committee meeting Work Plan.
  - 9.2.2. Meet with the President and possibly other Management Committee members for a governance familiarisation. This meeting may be held as a group session or with individuals.
  - 9.2.3. Meet with the CEO for an operational familiarisation.
- 9.3. Prospective Management Committee members will be provided with information relevant to their consideration of becoming a member of the Management Committee.

- 9.4. The Management Committee acknowledges that when even one Management Committee member changes, this has implications for the Boardroom team as a whole and that a consideration of this should form part of the induction process.

## **G10. Management Committee Subcommittees**

- 10.1. The Management Committee recognises that there are times when a subcommittee can act more effectively than can the full Management Committee. The Management Committee has the right to establish subcommittees, task forces or working parties. These will be designed to support the Management Committee in its own work being conscious that these should not duplicate responsibility delegated to the CEO. The CEO also has the right to establish subcommittees, task forces and working parties to assist him/her in an operational context.
- 10.2. Every Management Committee subcommittee and task force or working party should have a 'Terms of Reference' defining the role of the subcommittee, the extent of its authority, structure and membership and reporting requirements. This should be reviewed annually.
- 10.3. Unless explicitly empowered by the full Management Committee, subcommittees or working parties cannot speak for the Management Committee or make decisions binding on the Management Committee. For the most part the function of subcommittees, working parties and the like, in fulfilling their role, is to explore issues and/or make recommendations to the Management Committee.
- 10.4. A decision of a Management Committee subcommittee or working party exercising delegated authority is a decision of the Management Committee and should be treated by the CEO accordingly.
- 10.5. Subcommittees, task forces and working parties may co-opt outside members from time to time in order to assist the Management Committee to access additional skills, experience or networks.
- 10.6. Subcommittees etc. cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
- 10.7. Normally, the definition of the responsibilities and scope of Management Committee subcommittees, task forces and working parties will ensure that these do not directly mirror the design and functions of operational divisions, departments or other staff groups.
- 10.8. The terms of reference of subcommittees currently in existence are set out in the Appendices.
- 10.9. Except in necessary circumstances the President shall not, as a matter of course, be a member of a Management Committee subcommittee.

## **G11. Management Committee Effectiveness Review**

- 11.1. The Management Committee shall undertake a formal assessment of its effectiveness no less frequently than bi-annually. This will be based on:
  - 11.1.1. the extent to which the standards of performance set in these policies are met;
  - 11.1.2. the degree of compliance with its own policies;
  - 11.1.3. the performance of the organisation as a whole as measured through the achievement of the objectives stated within the Strategic Plan;
  - 11.1.4. the effectiveness of the Management Committee as a leadership and decision making group; and
  - 11.1.5. the Management Committee's contribution to its working relationship with its CEO.

## **G12. Investing in Governance Effectiveness**

- 12.1. The Management Committee recognises that governance is a cost to the organisation and thus will invest in Management Committee and individual Management Committee member training and development to increase its governance capability and performance.
- 12.2. To assist it to fulfill its stewardship responsibilities the Management Committee may engage outside assistance. This includes, but is not limited to, financial audit.
- 12.3. All costs associated with governance effectiveness will be prudently incurred, though designed to ensure the development of the highest standard of governance. Financial provision may be made each year for:
  - 12.3.1. Attendance at workshops, seminars or conferences.
  - 12.3.2. External audits/performance reviews, training and coaching to improve governance performance.
  - 12.3.3. Meeting costs and other costs associated with effective communication with owners and other key stakeholders e.g. travel expenses, surveys and associated analysis, focus groups etc.
- 12.4. Expenses
  - 12.4.1. The QWA will reimburse Management Committee members and others co-opted to assist in the governance process for actual and reasonable expenses incurred on activities authorised by the Management Committee.
  - 12.4.2. Claims for expenses must be approved by a person (other than the claimant) who is in a position to confirm that the claims are valid in terms of the organisation's policies and procedures.
  - 12.4.3. In the case of the President's expenses, these shall be approved by the Management Committee as a whole.



## **MANAGEMENT COMMITTEE/CEO LINKAGE POLICIES**

### **L1. Management Committee/CEO Relationship Principles**

- 1.1. An effective and productive Management Committee-CEO relationship is essential if the QWA is to function successfully. The key ingredients of a productive relationship are:
  - 1.1.1. Mutual respect for their separate but interdependent roles and responsibilities;
  - 1.1.2. Mutual agreement on the limits to the freedom granted to the CEO to carry out his/her role;
  - 1.1.3. A fair and ethical process for evaluating CEO effectiveness;
  - 1.1.4. Clearly defined delegations, responsibilities and accountabilities that are based on the assumption that the CEO is fully capable of managing operational matters;
  - 1.1.5. A commitment by both Management Committee and CEO to open, honest, rigorous dialogue and a willingness by both to challenge the other without personalising issues and defensiveness.
  - 1.1.6. The exchange of information required for sound governance decision making.
  - 1.1.7. Once the delegation has been made, respecting the accountability of the CEO to the Management Committee as a whole not to any one individual Management Committee member and his/her prerogatives to exercise operational management of the organisation.
  - 1.1.8. In addition to regular reporting and assessment processes, there will be a formal, annual, appraisal of the performance of the CEO. The timing, format and process for this annual review will be agreed between the CEO and the CEO Review Committee at the beginning of the monitoring period.

### **L2. Unity of Control**

- 2.1. The CEO is the only direct employee of the Management Committee; all other staff are employed by and responsible to the CEO. Contractors and volunteers are engaged by the CEO in a manner and for a purpose consistent with the Management Committee's policy and financial delegations. This means that the Management Committee's primary linkage to the operations of the organisation is through the CEO.
- 2.2. Only the Management Committee as a whole can instruct the CEO and only decisions of the Management Committee as a whole are binding on the CEO. Accordingly, decisions or instructions of individual Management Committee members, Management Committee officers or subcommittees or task forces are not binding on the CEO unless the Management Committee has specifically delegated such authority.

- 2.3. The Management Committee and individual Management Committee members may provide advice and assistance to the CEO and other management staff on operational matters, but only at the request of the CEO or management staff.
- 2.4. Management Committee members, because of their expertise, may be asked to sit on subcommittees or undertake roles at the request of management staff. When serving in this capacity the Management Committee members serve as a volunteer advising staff or carrying out a role, and not as a Management Committee member.
- 2.5. Management Committee members are free to talk with all staff and office contractors but in doing so they must take all care to ensure that they do not come between the CEO and the staff member or contractor.
- 2.6. When Management Committee members seek advice from management staff in respect of an issue which has been raised with the Management Committee or with that Management Committee member by Members or other stakeholders, then the Management Committee member shall ensure that the CEO is informed of the request; recognising that the CEO has responsibility in accordance with his or her delegated authority for the performance of management.

### **L3. Management Committee/CEO Delegation**

#### 3.1. General Delegation

- 3.1.1. The CEO is responsible for the day to day management of the organisation. In carrying out these duties, he/she must ensure nothing is done or authorised to be done that is harmful to the organisation and does not comply with Management Committee approved policy.
- 3.1.2. The CEO is authorised to establish all operational policies, decisions, practices, and activities provided his/her decisions are consistent with the stated intent and the spirit of the Management Committee's policies.

#### 3.2. Delegation of Authority

- 3.2.1. The Management Committee delegates to the CEO the full authority to manage the business of the QWA and to carry out the terms of his/her appointment as recorded in the CEO Position Description (as varied from time to time); subject to the limitations contained in or caused by:
  - 3.2.1.1. this document, or
  - 3.2.1.2. Management Committee policies from time to time. The present Management Committee Policies that are relevant to the limitations/boundaries of the authority to manage the organisation delegated to the CEO form part of this document; and
  - 3.2.1.3. The CEO Position Description.
- 3.2.2. To make it clear the CEO shall have the:
  - 3.2.2.1. authority to initiate, implement and exercise sanctions and judicial procedures where such actions are in accordance with the Management Committee's policies;
  - 3.2.2.2. power to initiate and defend in the name of the QWA any legal or other judicial procedures by or against the QWA provided such

actions are in accordance with the Management Committee's policies,

3.2.3. In exercising these delegations, the CEO should not do or cause to have done anything that in the judgment of a reasonable person acting as a member of the QWA Management Committee will cause harm to the organisation, and in particular, the CEO should do nothing:

3.2.3.1. to harm the trust held in the QWA by members of the QWA, and by members of the bodies to which the QWA is affiliated;

3.2.3.2. that places the QWA, or any of its business units in isolation, in any financial peril, meaning that net liabilities exceed net assets, that debts cannot be met when they are due or that income expected to directly offset project or similar expenditure has not been confirmed. For particular prohibitions refer to the Management Committee's Limitation policies.

3.2.3.3. That creates any personal advantage to the CEO (or his/her family or associates) arising from any decision the CEO makes;

3.2.3.4. To hide or make any business conducted less transparent to the auditors or to the Management Committee;

3.2.3.5. That involves a conflict of interest where that interest is not disclosed to the affected party;

3.2.3.6. To disclose confidential information except within the bounds of existing policy;

3.2.3.7. That reduces the ability of the QWA to meet its regulatory compliance obligations.

### 3.3. Cases of Doubt

3.3.1. Where the CEO is in doubt as to whether he/she has the authority to act in a particular manner, then the CEO shall refer the matter to the President who shall be entitled to decide whether or not the CEO has the delegated authority to authorise the QWA to enter into a particular contract or carry out a particular activity;

3.3.2. The President shall be entitled to refer the matter to the Management Committee.

3.4. The terms of delegation of authority for the CEO are subject to review by the Management Committee from time to time.

## EXECUTIVE LIMITATION POLICIES

### E1. Overall Executive Limitation Policy

The CEO shall not cause or allow any practice, activity, organisational circumstance, or decision which is unlawful, imprudent or which contravenes any organisation specific or commonly held business or professional ethic.

### E2. Budgeting/Financial Planning

- 2.1. Budgeting/financial planning for any financial year or the remaining part of any financial year shall be directed to ensure the achievement of the Management Committee-determined strategic outcomes and key results. Accordingly, the CEO shall not develop a budget that:
  - 2.1.1. Contains too little information to enable:
    - 2.1.1.1. credible projection of revenue and expenses,
    - 2.1.1.2. separation of capital and operational items,
    - 2.1.1.3. projection of cash flows, and
    - 2.1.1.4. disclosure of planning assumptions.
  - 2.1.2. Creates financial risk beyond limits or other measures set by the Management Committee.
  - 2.1.3. Does not reflect/accommodate medium to long-term financial plans/projections.
  - 2.1.4. Is designed to achieve an end of year financial result that is materially different from that agreed by the Management Committee.
  - 2.1.5. Will result in the non-achievement of Management Committee-determined financial ratios.
  - 2.1.6. Fails to provide for current and future capital requirements.
  - 2.1.7. Fails to provide for the depreciation and maintenance of critical operating assets.
  - 2.1.8. Fails to provide for the financing of the Management Committee's own operations and its governance development.
  - 2.1.9. Fails to plan for the achievement of Management Committee-determined revenue targets.
- 2.2. Budgets and cash flow must be kept under regular review and control. Accordingly, the CEO shall not:
  - 2.2.1. make budget alterations and deviations without Management Committee approval;
  - 2.2.2. fail to present quarterly, updated annual budget and cash flow forecasts to the next occurring Management Committee Meeting, (Note – after consideration and approval by the Management Committee the reforecast budget shall become the operative budget until any further approved reforecast).

## E3. Financial Wellbeing

- 3.1. The CEO is responsible for the day to day financial management of the QWA and shall not cause or allow the development of actions or conditions that might harm the financial well-being of the organisation. In particular, the CEO shall not:
  - 3.1.1. Cause the organisation to incur unauthorised indebtedness;
  - 3.1.2. Utilise any organisational funds for purposes other than the furtherance of the QWA's purposes and strategic goals as approved by the Management Committee;
  - 3.1.3. Use restricted or "tagged" contributions for any purposes other than those designated;
  - 3.1.4. Operate outside of the organisation's approved budgets and the procedures and authorisations set out in the Finance Procedures Manual;
  - 3.1.5. Approve expenditure which, although in keeping with the organisation's goals and policies, is beyond the organisation's ability, using budgeted resources, to meet;
  - 3.1.6. Make financial commitments which, although consistent with an approved budget, business plan, business case approval, or similar, does not yet have confirmed revenue to offset the liability.
  - 3.1.7. Use anything other than standard accounting practices for the recording of all financial transactions;
  - 3.1.8. Allow the use of any of the organisation's funds, or allow contractual commitments to be made or other liabilities be accepted, other than in the furtherance of Management Committee-approved purposes and priorities.
  - 3.1.9. Allow tax payments or other government payments or returns to be overdue or inaccurately filed.
  - 3.1.10. Fail to maintain accurate financial records.
  - 3.1.11. Violate accounting and financial reporting standards currently in force in Australia.
  - 3.1.12. Acquire, encumber or dispose of real property without Management Committee approval.
  - 3.1.13. Fail to assertively pursue overdue receivables.
  - 3.1.14. Allow any non compliance with the Finance Procedures Manual.
  - 3.1.15. Operate in a way that lends to the imposition of penalties by the Australian Taxation Office; or the issue of qualifications in the auditor's report on the annual financial statements.

## E4. Contracts Policy

- 4.1. The CEO is responsible for the effectiveness and probity of the contracts entered into by the QWA. However, the CEO may not approve contracts where:
  - 4.1.1. the hiring of employees and entry into contracts for labour services means that the employment cost for the budgeted activity for which the employee is to be employed will exceed the budgeted employment cost;
  - 4.1.2. the supply of goods or services to the QWA where the term of supply is greater than 12 months and/or the value of the supply to the QWA over the term of the contract exceeds \$10,000;
- 4.2. The CEO may not cause application to be made in the name of the QWA, and sign the application, to Class 4 gaming machine charities for grants to the QWA where a second signatory is required unless such second signature has been obtained.
- 4.3. The CEO shall not cause the QWA to vary or terminate a contract unless the terms of such variation are also within the CEO's delegated authority;
- 4.4. Contracts that concern matters that lie beyond the CEO's delegated authority must always be conditional on Management Committee approval. The CEO shall not submit for the Management Committee's approval proposals that do not contain:
  - 4.4.1. A statement of the background; and the material terms of the contract and the role of the contract in the achievement of the QWA's strategic goals; and
  - 4.4.2. A certificate that appropriate legal and financial advice has been obtained on the terms of negotiation of the contract;
- 4.5. Notwithstanding any other delegation or authority, the CEO shall not commit the QWA to contracts with related parties; or contracts which would cause there to be a conflict of interest. ("Related parties" means a relative or close associate or partner of an existing staff member, or a company where a staff member or a relative or close associate or partner of an existing staff member, is a shareholder or director).

Explanatory note: In this policy "contract" includes any agreement or document creating or intending to create an obligation enforceable by or against the QWA, and which provides for the payment of money or the supply of goods or services.

## **E5. Employment Implications and Obligations**

- 5.1. With respect to the employment and engagement of employees, consultants, contract workers and volunteers, and their compensation and benefits, the CEO shall not in any way jeopardise the QWA's financial integrity or good name in the community. Accordingly, the CEO shall not:
  - 5.1.1. Agree to appointments which:
    - 5.1.1.1. are not based on merit and the outcome of a contestable recruitment process;
    - 5.1.1.2. would place staff members who have family or other close personal relationships in a position where one is accountable for the performance of the other;
    - 5.1.1.3. would result in individual compensation, conditions of service or benefits that could not be justified to the QWA's key stakeholders by reference to the employee's skills and experience and relevant benchmarks such as market and award rates and the market demand for such skills and experience.
  - 5.1.2. Take any action that would have the direct or indirect consequence of increasing his/her own remuneration and benefits.
  - 5.1.3. Create obligations in the name of the QWA that cannot be met over the projected period of an individual's term of engagement and/or employment, or over a period for which the financing of the cumulative obligations to all employees, consultants, contract workers and volunteers can realistically be secured.
  - 5.1.4. Cause unfunded liabilities to occur or in any way commit the QWA to benefits that incur unpredictable future costs.
- 5.2. With respect to the employment and treatment of staff, contractors and volunteers, the CEO shall not cause or allow working conditions that are unsafe, unfair or undignified as defined in relevant workplace legislation. Accordingly, the CEO shall not:
  - 5.2.1. Take actions or allow situations or circumstances that are inconsistent with the QWA's responsibilities to be a Good Employer.
  - 5.2.2. Operate without written personnel policies that make clear rules for staff and protect against unfair or unethical practices;
  - 5.2.3. Deny to any employees, contractors and volunteers their right to an approved and fair internal grievance process and, thereafter, to externally provided disputes resolution processes;
  - 5.2.4. Violate any part of relevant workplace employment legislation;
  - 5.2.5. Fail to keep the Management Committee fully informed about impending disputes and grievances that may lead to action against the organisation;
  - 5.2.6. Fail to ensure that all staff members are acquainted with their rights under this policy.

## **E6. Communication and Support to the Management Committee**

- 6.1. The CEO shall not allow the Management Committee to be uninformed or unsupported in its work. Accordingly, the CEO shall not:
  - 6.1.1. Neglect to provide required information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Management Committee.
  - 6.1.2. Neglect to provide financial reports that make clear:
    - 6.1.2.1. significant trends
    - 6.1.2.2. data relevant to agreed benchmarks and Management Committee-agreed measures
    - 6.1.2.3. further financial data as determined by the Management Committee from time to time
  - 6.1.3. Fail to inform the Management Committee of significant external environmental trends, achievement of, or progress towards the achievement of, the Management Committee's Strategic Outcomes and Key Results policies or changes in the basic assumptions upon which the Management Committee's policies (both Outcomes/Results and Limitations) are based.
  - 6.1.4. Fail to proactively communicate with the President to ensure there is effective liaison with the Management Committee and that the relationship between CEO and Management Committee is maintained on a constructive and 'no surprises' basis.
  - 6.1.5. Fail to make him/herself reasonably available for consultation or discussion with the President, Management Committee, Management Committee subcommittees, and Management Committee members, between scheduled Management Committee meetings.
  - 6.1.6. Fail to inform Management Committee members when for any reason there is actual or anticipated non-compliance with a Management Committee policy.
  - 6.1.7. Fail to inform the Management Committee of any breach of any externally imposed compliance requirement.
  - 6.1.8. Neglect to inform the Management Committee of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting the QWA.
  - 6.1.9. Fail to ensure that the Management Committee is provided with a wide range of views and perspectives, and assisted to gain a sufficient knowledge of the operational issues affecting the organisation, to support effective governance decision-making.
  - 6.1.10. Fail to inform the Management Committee of such occasions when it violates its Governance policies, particularly when this relates to the CEO's ability to carry out his/her responsibilities.



- 6.1.11. Fail to deal with the Management Committee as a whole and to treat individual Management Committee members on an equivalent basis except when authorised to respond to individual requests for information or when responding to requests from Management Committee subcommittees or working parties.
- 6.2. The CEO shall not neglect to supply such information to the Management Committee and its members as, from time to time, they shall reasonably require.

## **E7. Emergency CEO Succession**

- 7.1. In order to protect the Management Committee and the QWA from the sudden or unexpected loss of its CEO's services, the CEO shall not fail to ensure that either:
  - 7.1.1. there is at least one other person on staff who is capable of assuming the CEO's duties and who is familiar with Management Committee-level issues and priorities: or
  - 7.1.2. other arrangements, satisfactory to the Management Committee, have been made for the temporary operational leadership of the organisation.

## **E8. Treatment of Members and Other Stakeholders**

- 8.1. With respect to interactions with members and other stakeholders of the QWA, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy. Accordingly, the CEO shall not:
  - 8.1.1. Seek information for which there is no clear necessity.
  - 8.1.2. Collect, review, transmit or store information relating to members and other stakeholders in a manner that fails to protect against improper access to that information.
  - 8.1.3. Maintain facilities that fail to provide a reasonable level of privacy.
  - 8.1.4. Fail to ensure that there are systems to provide information to members and other stakeholders regarding the services offered and their rights.

## **E9. Public Affairs**

- 9.1. The CEO shall not approve, or in any way support, any action or public statement that is derogatory or in any way damaging to the QWA.

## APPENDIX

### Terms of Reference: Chief Executive Review Committee

#### Make-up

- Management Committee members as approved yearly by the Management Committee
- The President is a member of this committee but not its chairperson.

#### Role:

- To negotiate the terms and variations of the terms, if so reviewed, of the CEO's contract, subject to Management Committee approval;
- To determine the level of any annual or performance bonuses for the CEO;
- To review the performance of the CEO as a CEO as distinct from the performance of the organisation itself (e.g. effective leadership skills) as and when required and at least and before the first meeting after the AGM.

#### Reporting

- To the Management Committee as and when required, but at least for the first meeting after the AGM.

#### Boundaries of Authority

The CEO Review Subcommittee shall have no power to:

- Enter into a new contract or a renewal contract with the CEO – that requires the authority of the full Management Committee;
- Invoke disciplinary or termination procedures for the CEO contract without full Management Committee approval.

## Financial Procedures Manual

### General

The Management Committee formulates financial policies, delegates administration of the financial policies to the General Manager and reviews operations and activities.

The General Manager has management responsibility including financial management.

Current job descriptions will be maintained for all employees, indicating financial duties and responsibilities.

Appropriate accounting software will be maintained and upgraded as required.

These policies and procedures will be reviewed annually by the Management Committee.

### Bank Accounts

The QWA will operate a Business Cheque Account and a Cash Management Account. The balance of funds held in all bank accounts will be available on-call.

An adequate balance of funds will be maintained in the Business Cheque Account to meet the QWA's financial obligations on a day to day basis.

The General Manager will identify funds held in the Business Cheque Account which are surplus to the QWA's short-term needs; and transfer such surplus funds to the Cash Management Account.

The General Manager will transfer funds from the Cash Management Account to the Business Cheque Account as necessary, to ensure that the Business Cheque Account remains in positive balance at all times.

The Administration Officer will reconcile the bank statements monthly.

### Receipts (includes cash, cheques and credit card sales vouchers)

The Administration Officer opens any mail addressed to Queensland Weightlifting Association or without specific addressee. All cheques or cash or credit card sales vouchers accepted by other employees will be immediately forwarded to the Administration Officer. The receipt of cheques or cash or credit card sales vouchers will be recorded in the accounting system by the Administration Officer.

Cash, cheques and credit card sales vouchers shall be locked in a secure location until taken to the bank for deposit.

The Administration Officer will complete deposit slips for all cheques and cash and credit card sales vouchers and deposit these in person, in the QWA's Business Cheque Account, at least weekly.

All receipts will be deposited intact. No disbursements will be made from cash or cheque receipts prior to deposit.

### General Payments

All invoices will be immediately forwarded to the Administration Officer who will review all invoices for accuracy and validity.

Prior to payment, the Administration Officer will ensure that all conditions and specifications on a contract or order have been satisfactorily fulfilled, including inventorying items received against purchase orders. The Administration Officer is responsible for the timely follow-up on discrepancies and payment.

Invoices will be entered into the accounting system using the "Enter Bills" screen.

The Administration Officer will prepare payments on a weekly basis and all trade creditors will be paid in accordance with the terms indicated on verified creditor invoices.

Payments may be made by cheque, direct deposit transfer, or other secure means.

## Payroll

Employees will be paid every two weeks, by direct deposit transfer.

The Administration Officer will enter payroll details in the accounting system and make direct deposit transfers to the nominated bank account of each employee.

The Administration Officer will calculate and record the amount of Superannuation contributions for each employee account and prepare cheques for the monthly payment of employer contributions to the appropriate Superannuation Fund(s).

## Reporting And Payment Of Taxes

The Administration Officer will ensure the accurate recording of GST Received and GST Paid in the accounting system.

The Administration Officer will prepare the monthly Business Activity Statement and prepare a cheque in the amount of tax payable if applicable.

The Administration Officer will ensure the accurate calculation and recording of PAYG Tax withheld from each employee's gross wages.

The Administration Officer will enter wage and PAYG Tax details in the BAS corresponding to the quarterly PAYG reporting period.

The General Manager will verify the accuracy of the monthly BAS before lodgment with the Australian Taxation Office by the due date.

## Cheques

The General Manager will be responsible for all blank cheques.

All cheques will be signed by two authorized signatories.

Authorized signatories on QWA's accounts include the General Manager and designated members of the Management Committee.

The Administration Officer will record cheques for approved invoices through the accounting system using "Pay Bills" and/or "Write Cheques" screens where appropriate.

Voided cheques will have "CANCELLED" written boldly in ink on the face. Voided cheques will be kept on file.

In no event will:

- invoices be paid unless approved by an authorized signatory

- blank cheques (cheques without a date or payee designated) be signed in advance
- cheques be prepared on verbal authorization, unless approved by the General Manager.

In the event that it is necessary to issue a duplicate cheque for a cheque that has been issued, a stop payment will be ordered at the bank on the original cheque.

#### Purchasing

All purchases must be approved in advance by the General Manager.

The General Manager is responsible to know if the goods or services ordered are within the budget and guidelines.

All invoices and receipts for purchases are to be delivered to the Administration Officer for recording in the accounting system and filing.

#### Accounts Receivable

Documentation will be maintained for accounts receivable.

Accounts receivable will be recorded in the books and collected on a timely basis.

Professional collection agencies may be engaged to pursue debts outstanding for more than 90 days.

#### Business Credit Card

The QWA shall hold a business Credit Card account with a credit limit of \$15,000.00.

The General Manager is the sole card holder and is the only person authorized to operate this account.

The business Credit Card account will not include a facility to draw cash advancements.

The QWA's business Credit Card will only be used to purchase goods and services for the QWA within the budget and guidelines authorized by the Management Committee.

The General Manager will provide receipts for all Credit Card transactions to the Administration Officer who will enter the transaction details into the accounting system and file the receipts.

Credit Card account statements will be delivered to the Administration Officer upon receipt. The Administration Officer will reconcile the Credit Card account statements and ensure the payment of monthly balances.

#### Property

##### Plant & Equipment

The General Manager will maintain an inventory log of plant & equipment; which shall list a description of each item, date of purchase or acquisition, price or fair value of the item and its location.

A depreciation schedule shall be prepared at least annually for the audited financial statements.

An entry must be made whenever property is disposed of or acquired.

#### Leases – Real Estate And Equipment

The General Manager will review leases prior to submission to the Management Committee for approval.

All leases, clearly delineating terms and conditions, will be approved by the Management Committee and signed by the General Manager.

The General Manager will keep a copy of each lease on file.

#### Insurance

Reasonable, adequate coverage will be maintained to safeguard the assets of the organisation. Such coverage will include property and liability, worker's compensation and other insurance deemed necessary.

The General Manager will carefully review insurance policies before renewal.

The General Manager will maintain insurance policies on file.

#### Bookkeeping And Reporting

Adequate documentation will be maintained to support all general entries of income and expenditure.

At the end of each month, the General Manager will prepare a Balance Sheet and Statement of Profit & Loss that will be reviewed by the Management Committee.

QWA will maintain its accounting records on the accrual basis in a manner that facilitates the preparation of audited financial statements conforming to generally accepted accounting principles.

#### Budgets

The General Manager will prepare the financial budget for review and approval by the Management Committee.

The General Manager will insure that budgets are on file.

The Management Committee must approve proposed changes in the budget, should they exceed \$1,000.00.

#### Audits

The Management Committee shall annually contract with an independent auditing firm a full audit of the books, to be completed prior to the following Annual General Meeting of the association.

#### Changes To Financial Procedures

Financial procedures will be reviewed annually by the Management Committee. The Management Committee must approve changes to the financial procedure manual prior to the implementation of changes.