Org1.1 Governance

Purpose

1. The P4 Movement Board will make every effort to separate the roles of governance and management and maintain a focus on strategic issues and policy matters rather than on day-to-day administration.

Alignment with Practice Standards

1. Module 1: Rights and Responsibilities
2. Module 2: Provider Governance and Operational Management

Legislative Alignment

1. Corporations Act 2001
2. Australian Charities and Not-for-Profits Commission Act 2012

Key Responsible Executive

General Manager

For More Support

General Manager

Policy Statement

1. The P4 Movement Board will:
    a. Keep its focus on the strategic implications and required outcomes of programs and services rather than on their management
    b. Maintain an emphasis on the policy implications of all matters coming before it. Policies will stem from the mission, objectives and values established by the Board and will be developed to achieve the intentions of these statements
    c. Maintain a commitment to excellence in all matters coming before it. The Board will establish a code of behaviour that is binding on all members. The code includes:
        i. Loyalty to the Board and P4 Movement's policies and principles
        ii. Commitment to attend Board and Committee meetings
        iii. Acceptance of accountability for all P4 Movement matters including those delegated to the GM
        iv. Commitment to maintaining a governance perspective and role
        v. Commitment to representing the Board and P4 Movement in a manner befitting Board membership status
        vi. Commitment to collective responsibility for all matters pertaining to the Board
    d. Accept the principle that, outside Board meetings, the Board speaks with one voice, that no one member shall publicly express his/her own opinion should this deviate from an agreed Board position or decision

e. Accept a level of accountability that automatically accompanies Board membership. The Board is accountable to the members for its actions and decisions and must exercise due care and diligence in decision making
f. Provide induction training for new members and provide ongoing training to ensure positive support for members in their work on the Board.

Definitions

1. Board/Board of Directors – the legally responsible managing body of the organisation.

2. Constitution – set of written rules or an agreement governing the aims of the organisation, how it will be run and how the members will work together.

3. Governance – rules and structures setting out how an organisation is managed.

4. Ordinary Board Member/Director – a Board member who does not have a formal title, such as Chair, Vice Chair, Treasurer or Secretary.

5. Tenure – term limit relating to the number of years a Board member is eligible to remain on the Board.

Delegations

Roles	Responsibilities
Board of Directors	• Develop and endorse governance policies Monitor P4 Movement financials, risks, compliance, human resources, work health and safety and service delivery practices • Develop the strategic direction of the organisation and alignment to P4 Movement's Constitution • Undertake Board self-assessment and improve on governance practice
GM	• Compliance with P4 Movement governance policies • Operational implementation of financials, risks, compliance, human resources, work health and safety and service delivery practices • Develop the strategic direction of the organisation in collaboration with the Board

Procedures

1. Meeting Chairperson
    a. A meeting will commence within 30 minutes of the scheduled time. If the Chairperson is not present the Vice Chairperson will chair the meeting.
    b. If neither the Chairperson nor the Vice Chairperson is present, provided there is a quorum of Directors the meeting can commence. These Directors present will nominate one of themselves to Chair the meeting.
    c. The role of the Chairperson is to control the meeting. In fulfilling this role they can delegate the functions they chose to others in the meeting. If the Chairperson does not consider the matter is relevant to the agenda of the meeting, they can stop or defer the discussion to another time.

2. Voting
    a. The Board has committed to consensus decision-making. For this reason the Chairperson should seek to avoid a vote by allowing appropriate time (including additional meetings) to discuss matters that do not have the full agreement of the Board.
    b. If, after ongoing attempts to resolve a matter or external pressure (e.g. compliance), a consensus decision cannot be reached, the Chairperson may decide that it is essential to put the matter to a vote.
    c. If this occurs, voting on the resolution is a show of hands to achieve a clear majority. If there are an equal number of votes FOR and AGAINST, the chairperson has a casting vote in deciding the resolution.

3. Meeting Attendance
    a. Meetings will be held at least bi-monthly. If a Director does not attend two consecutive meetings without an approved leave of absence, they are to be considered to have resigned from the Board and will cease being a member.
    b. Meetings may be held face-to-face or by electronic means (e.g. telephone or video conference). Face-to-face is the default preference of the Board.
    c. If attending by electronic means a Director will be considered to have been present for the full meeting, unless they specifically advise the Chairperson and minute taker that they are entering or leaving the meeting.

4. Board Meeting Papers
    a. Agenda papers and other materials are forwarded electronically to Board members at least one week prior to the scheduled meeting.
    b. Board papers ordinarily include:
        i. Agenda
        ii. Minutes of the previous Board meeting(s)
        iii. Minutes of sub-committees and other meetings
        iv. Financial reports
        v. Agenda item-related documents, such as reports, proposals, project information, significant communication, complaints and Work Health Safety issues
        vi. GM report, and
        vii. Board-related documents, such as schedule of events and AGM election details.

    c. Sufficient information is provided to the Board so that the Board is able to discuss and make informed decisions as required.
    d. The GM report identifies:
        i. Progress and outcomes against the Strategic Plan
        ii. Risk and compliance management
        iii. Feedback and complaints
        iv. Major developments in governance policy matters
        v. Internal policy issues that may need to be addressed in future policy development activities, and
        vi. Report against GM performance indicators or work plan.

Representing P4 Movement

1. Representing P4 Movement in the Media
    a. The Chairperson and GM are primarily responsible for liaising with the media, and will negotiate their roles in relation to media comment on a case-by-case basis, depending on their respective skills.
    b. If necessary, delegation may be handed to the Chair of a Board sub-committee if the Chairperson or GM does not hold sufficient technical knowledge on the subject matter. Where this occurs, the Chair will represent the views of P4 Movement based on current evidence-informed practice, and on behalf of the membership and the community it serves.

2. Representing P4 Movement on Committees
    a. Board members may represent P4 Movement on external committees and in various consultative forums. Decisions on Board members representing P4 Movement are made by the Board and the GM, and may be in addition to, or in place of, a staff member.
    b. Board and staff member representatives are responsible for providing feedback to the Board and staff where relevant on any committees and consultative forums.

3. Representing P4 Movement in Advocacy
    a. Board members, as well as staff, may represent P4 Movement in delegations to politicians where this is strategically useful to progressing P4 Movement's goal and outcomes, and where Board members and staff hold specific expertise on the subject matter, or where it would otherwise be beneficial to the organisation.

4. Feedback and Complaint Management
    a. As the legal entity responsible for the organisation, the Board plays a role in the management of feedback and complaints from the community and stakeholders reported by the GM. Board members are responsible for understanding, endorsing and complying with the Feedback and Complaints Policy.

5. Feedback and Complaints Involving the GM
    a. The Board may become involved in managing a complaint from the community, an organisation member or stakeholder where the matter relates to the GM or the matter requires higher-level decision-making.
    b. Where the GM cannot resolve the matter, the Board can nominate the Chairperson, the Executive or other Board members to manage the complaint, with or without an independent mediator.

6. Feedback and Complaints Involving a Board Member
    a. Where there is a complaint involving impropriety of a Board member, or a failure to fulfil their legal or ethical responsibilities, the Board manages the complaint collectively, with the exclusion of the relevant Board member. Reference is made to P4 Movement's Constitution that gives the Board the power to dismiss individual Board members.

7. Grievance Management
    a. Board members are responsible for understanding, endorsing and complying with P4 Movement's Grievance Management Policy.

8. Grievance Management Involving the GM
    a. In addition to monitoring grievances reported by the GM, the Board may become involved in managing a grievance from a staff member or Board member where the matter relates to the GM, the matter requires higher-level decision-making and where the GM cannot resolve the matter. The Board can nominate the Chair, the Executive or other Board members to manage the complaint, with or without an independent mediator.

9. Grievance Management Involving a Board Member

a. Where there is a grievance involving impropriety of a Board member, or a failure to fulfil their legal or ethical responsibilities, the Board manages the complaint collectively, with the exclusion of the relevant Board member. Reference is made to P4 Movement's Constitution that details the disciplinary procedures for individual Board members.

References to other P4 Movement policies and external sources

1. Org1.2 Regulatory Compliance
2. Org1.3 Delegations of Authority
3. P4 Movement compliance register
4. ACNC Governance for Good

Summary of attachments

1. Nil

Version Control

1. 1 April 2026 - New Policy Creation