



Governance Charter

Vision 2020 The Right to Sight Australia

March 2021

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1 Introduction

1.1 Purpose

This Charter has been adopted by Vision 2020 The Right to Sight Australia (Vision 2020 Australia) as a guide to members and those elected to its Board or appointed to its committees in relation to decision making, accountability and how the organisation conducts its affairs.

1.2 Amendments to Governance Charter

The Board of Directors (the Board) will review this Governance Charter as deemed necessary, taking account of advice received from standing committees, members, the Chief Executive Officer (CEO), auditors and external professional advisers.

1.3 Definition of governance

Corporate governance may be described as the processes, systems and standards involved in directing, controlling and adding value to an organisation and its stakeholders. These entail the setting of strategic directions, the development of organisational policies, the establishment of expectations of management performance and the monitoring of achievements against these.

Governance policies are the basis for exercising of the Board's leadership role, establishing the framework for all organisational accountability and defining the boundaries between the roles and responsibilities of the Board and those of the paid staff.

1.4 Organisation values

The following organisational values are integral to the work and approach of Vision 2020 Australia:

Integrity

We are trusted and reliable and those that rely upon us have confidence in our motives and abilities.

Open and collaborative

We are transparent and seek opportunities to work together.

Diversity and respect

We embrace the diversity of everyone we work with and respect their contributions.

Creativity

We seek new opportunities and approaches to our work and are open to new ideas and ways of working.

Continuous learning and Improvement

We continually seek to learn and improve and share that learning.

Accountability

We work in the best interests of our members and stakeholders and follow through on our commitments.

2 Role of the Board

The role of the Board is to govern the organisation so that Vision 2020 Australia fulfils its constitutional responsibilities and delivers its aims and outcomes while acting ethically, prudently and legally. This involves ensuring good corporate governance, determining and approving corporate strategy and providing guidance and oversight to senior management.

2.1 Board focus

In its role of governing the organisation the Board will:

- Define, review and monitor Vision 2020 Australia's strategic directions.
- Define and maintain organisational values and promote a culture consistent with Vision 2020 Australia's Objects and Purposes.
- Determine the risk management and resources management framework.
- Ensure positive stakeholder relations.
- Enhance the reputation of Vision 2020 Australia.
- Monitor results and evaluate performance against agreed objectives.
- Ensure effective working relations with the CEO.
- Maintain and update governance policy making processes.
- Advocate on behalf of the organisation and its members.

In addition to the above criteria, the following will be included in Directors' performance reviews:

- Attend and be involved in meetings.
- Attend and be involved in Vision 2020 Australia events.

2.2 Board skills and expertise

Suitable candidates seeking election to the Vision 2020 Australia Board will be committed to the goals and objects of the organisation, and:

- Hold a senior management position and preferably have held positions on other Boards and/or Committees.
- Possess relevant professional registration (if appropriate) for example, optometry or ophthalmology.

- Demonstrate strategic, leadership and organisational development capabilities.
- Have the ability to identify/access resources to support Vision 2020 Australia.
- Be willing to sign and adhere to the Directors' code of conduct (Appendix A).
- Have the ability to read and comprehend financial statements.

In addition, so far as possible, Directors serving on the Board will represent the spectrum of interests of the Vision 2020 Australia membership base, namely:

- Prevention and early intervention.
- Independence and participation.
- Aboriginal and Torres Strait Islander health.
- Global health.
- Have first-hand experience of vision impairment.
- Contain a blend of age, gender and experience.

Vision 2020 Australia is committed to ensuring genuine ongoing involvement and engagement of both Aboriginal and Torres Strait Islander peoples and people with lived experience of blindness and low vision. Having directors on the Board with this direct experience would make a significant contribution towards this.

In the event vacancies in the office of a Director occur, current Directors should have regard to the aforementioned skills, expertise and spectrum of interests, when co-opting replacement Directors to the Vision 2020 Australia Board.

Vision 2020 Australia also recognises the value of periodic renewal of membership of the Board and its Constitution requires directors to retire if they have completed three consecutive terms of three years. Consistent with this intent, individuals who have completed three consecutive terms of three years are requested to wait at least one full term of three years before renominating.

2.3 Role of the Chair

The role of the Chair is to provide leadership and promote cohesion, effectiveness, and teamwork of the Board. Key roles of the Chair include:

- Assisting the Board to develop good relationships with the CEO and with other key stakeholders and interested parties.
- Acting as a mentor for the CEO.
- Assisting individual Directors, and the Board as a whole, to understand their role, responsibilities, and accountability.
- Helping Directors understand their risks and liabilities as individual members.
- Ensuring the performance of the Board is assessed and reported.

2.4 Induction and development of Directors

An induction program exists and shall be completed by new Directors.

2.5 Conflicts of interest

Article 42 of the Constitution sets out the process for conflicts of interest for Directors. It is expected that Board Directors will act with the highest standards of integrity, care, skill and diligence in the interests of Vision 2020 Australia and abide by the Statement of Integrity.

The Secretary of the Board shall maintain a register of Directors' interests that is published with the papers for each Board meeting. Directors are to declare all relevant interests perceived or real and keep the Secretary informed of any changes so that the register is current at all times.

2.6 Board advisory processes

Board appointed advisory processes may take the following forms:

- Board standing committees.
- Advisory groups.
- Advisory processes must:
- Be open and transparent.
- Have clear terms of reference and specify the duration of appointment and the reporting relationships.
- Be established by, or approved by, the Board, on the advice of the CEO, except where the CEO is acting within an approved delegation.
- Take place in the context of a quality assurance and risk management framework.
- Be defensible/credible.
- Demonstrate consultation with key stakeholders.

2.7 Board meetings

Board meetings are necessarily focused on governance matters such as those stated in section 2.1.

The Board determines the number of Board meetings being not less than four times annually as set out in Article 34(c) of the Constitution.

2.8 Reviews of Board performance

The Board will periodically monitor and evaluate its performance in order to determine the extent to which it is assisting Vision 2020 Australia achieve its purpose. This will involve evaluating:

- The performance of the Board as a whole.

- The workload of the Board.
- The contribution of Directors of the Board.

3 Board Standing Committees

The Board shall appoint standing committees as follows:

- Audit and Finance Standing Committee.
- Corporate and Governance Standing Committee.
- Code of Conduct Committee.
- Others as determined by the Board.

3.1 Audit and Finance Standing Committee

Purpose

The Audit and Finance Committee is responsible for providing advice and assistance to the Board and oversees the adequacy and effectiveness of internal accounting and financial control systems, the risk audit and management plan, financial reporting processes, statements, investment policy, external audit and other such matters as the Vision 2020 Australia Board may request from time to time.

Structure and membership

The Audit and Finance Committee will comprise no more than seven members with at least three Directors.

A Chair will be appointed by the Vision 2020 Australia Board at the first meeting after the Annual General Meeting and reviewed annually.

A minimum of two Directors must attend each meeting and no proxies are allowed.

The Audit and Finance Committee will meet at least twice a year. Special meetings may be called by any Committee member or by a request to the Chair by the external auditors.

Operation

Specific activities of the Audit and Finance Committee are:

- Contract external expert advice as it considers appropriate.
- Report regularly to the Board on matters regarding financial management.
- Investigate matters brought to its attention in accordance with financial risk management strategies.
- Act where it deems appropriate, to uphold the overall quality of Vision 2020 Australia's financial reporting and practices.
- Review half yearly and annual financial statements.

- Ensure the external auditor is satisfied with the disclosures and content of statutory financial statements.
- Monitor and review long term investment objectives and policy and recommend policy changes when necessary.
- Review and recommend the final budget to the Board.
- Approve financial risk management program proposed by management and periodically review progress to mitigate risks identified.
- Annually review the performance of the external auditor and recommend any changes it deems appropriate.
- Review and investigate any proposed activity by the external audit provider which may be deemed to create a conflict of interest or impede independent assessment.

3.2 Corporate and Governance Standing Committee

Purpose

The Corporate and Governance Committee is responsible for providing assistance and advice to the Board on: issues regarding compliance to the Constitution, corporate governance principles, compliance and amendments to the governance charter, and the structure of the Board including nominations and appointments. From time to time the committee will also provide advice and assistance to the CEO and the Board in regard to human resource management and organisational development.

Structure and membership

The Corporate and Governance Committee will comprise no more than seven Committee Members with at least three Directors.

A Chair will be appointed by the Vision 2020 Australia Board at the first meeting after the Annual General Meeting and reviewed annually.

A minimum of two Directors must attend each meeting and no proxies are allowed.

Operation

Specific activities of the Corporate and Governance Committee are:

- Review Board structure and ensure Directors are suitably qualified.
- Oversee Board nominations process and succession planning.
- Ensure reporting compliance to external regulators including the Australian Taxation Office and the Australian Charities and Not-for-profit Commission.
- Review the Governance Charter and related documents on an annual basis.
- Approve non-financial risk management program proposed by management and periodically review progress to mitigate risks identified.

- Provide the CEO with advice on human resource development and management issues.
- The Corporate and Governance Committee will meet at least twice a year. Special meetings may be called by any Committee member or by a request to the Chair by the external auditors.

3.3 Code of Conduct Committee

Purpose

The primary purpose of the Code of Conduct Committee is to provide assistance to members relating to the interpretation and application of the Code of Conduct. It provides a formal conduit through which members can table questions relating to the Code of Conduct in order to seek clarification or to ascertain whether an issue, behaviour or action would be considered to be a breach of the code.

The Committee is also the body within Vision 2020 Australia that will advise the Board if the Code of Conduct has been breached and recommend potential actions to the Board.

Structure and membership

The Committee will be made up of the Chair of Vision 2020 Australia, an Independent Director, an independent from within the Corporate and Governance Committee and the CEO.

Terms will be two years in duration.

The Chair of the Board will be Chair of this Committee.

Operation

The Committee operates to provide guidance and interpretation to members and Directors. It will advise on any necessary corrective actions and where required, recommend any appropriate punitive action.

The Committee will be brought together when required, upon:

- Receipt of a question from a member about the interpretation of the Code of Conduct.
- Receipt of a complaint from a member or Director about a breach (actual or potential) of the Code by another member or Director.
- The CEO of Vision 2020 Australia bringing a member-related issue to the Committee.

For further details, refer to the Code of Conduct Committee Terms of Reference.

4 Advisory groups (including Steering Committees, Policy Committees)

The Board may appoint advisory groups where necessary to assist with the operations of Vision 2020 Australia.

4.1 Purpose

- The role of advisory groups is to provide expert advice to the Board and management.
- The Board will appoint advisory groups as necessary in consultation with the CEO.

4.2 Structure, operation and membership

Establishment

For each advisory group the Board has sole authority to approve:

- The terms of reference.
- Membership.
- Appointments of Chairs and Deputy Chairs, to be reviewed annually in consultation with the group.
- Reporting requirements to the Board.
- The termination of appointment of any group, or any member of any group.

Each advisory group should have a minimum of three members (excluding Vision 2020 Australia employees or contractors).

Membership

Organisations that are members of Vision 2020 Australia will play a key role in nominating members to these groups.

Vision 2020 Australia is committed to ensuring genuine ongoing involvement and engagement of both Aboriginal and Torres Strait Islander people and people with lived experience of blindness and low vision and their participation in advisory groups will be actively sought.

Wherever possible, Advisory groups:

- Working in Aboriginal and Torres Strait Islander eye care or blindness should be chaired by a person who identifies as Aboriginal and/or Torres Strait Islander descent and include the significant participation and/or input of Aboriginal and Torres Strait Islander people.
- Working on matters related to blindness and low vision (including the Independence and Participation Policy Committee) should be chaired by a person with lived experience and include the significant participation and/or input of people with lived experience blindness or low vision.

Group members will be appointed for a fixed term and in accordance with the program and or sub-programs implementation timeframe. Terms of appointment will be defined for each group but will not exceed three years.

Group members may be reappointed, however nominating organisations are requested to consider when it may be appropriate to consider appointing an alternative nominee to support renewal of membership and provide development opportunities for future leaders.

Each member nominated for a group will be required to sign, and comply with, any codes or equivalent documents that set expectations regarding the behaviour and conduct of members in relation to both meetings and related work occurring outside those meetings.

Secretariat support

The CEO will appoint an appropriate member of Vision 2020 Australia staff for each advisory group. The staff member will be responsible for agenda preparation, scheduling of meetings and preparation of all supporting documentation.

The CEO, or nominee, shall be a member of all advisory groups, ex-officio.

Minutes of advisory group meetings will be recorded and will be made available for Board scrutiny. Declarations of interests declared by group members must be recorded in the minutes.

5 Membership of Vision 2020 Australia

5.1 Board determination of membership tiers

Under Article 7.2 of the Constitution, the Board is required to determine the number of member tiers and set the criteria for each tier. Under Article 8.1 and 8.2 of the Constitution, the Board is required to determine the amounts payable for member subscriptions and the date for payment. The Board may decide, at its discretion, to waive the membership fees of an organisation.

The Audit and Finance Committee will review the membership structure and fees at the start of the last quarter of each financial year and recommend changes to the Board.

Under Article 14.4(b) of the Constitution, members are required to abide by the members' code of conduct (appendix B).

5.2 Vision 2020 Australia Associates

It is recognised that a number of organisations not primarily involved in eye health and vision care are critical to Vision 2020 Australia's ongoing success but are either not eligible or don't have a need for membership. In order to keep these important organisations engaged, an Associates group has been created.

Only organisations that do not have a primary focus on eye health and vision care will be eligible to become a Vision 2020 Australia Associate. These organisations will be eligible to participate in Vision 2020 Australia's activities, including forums and committees, but will not be eligible to nominate or vote for Directors of the Board. An administration fee will be assigned to Associates by the Audit and Finance Committee.

It is acknowledged that this category is not part of the membership tiers of Vision 2020 Australia as membership affords voting rights and associates are not granted voting rights.

5.3 Relationship to other organisations

Vision 2020 Australia is the peak member organisation representing the eye health and vision care sector. Membership is only available to organisations operating in the eye health and vision care sector, however there is no requirement that eye health and vision care be the organisation's only business or its core business. Applications for membership are considered on an individual basis by the Board of Vision 2020 Australia.

The following considerations are taken into account by Vision 2020 Australia in assessing whether to establish or maintain a relationship with another organisation through membership, partnership, sponsorship or other formal/contractual arrangement:

- An actual, definable benefit is provided to the work of Vision 2020 Australia.
- The organisation will respect, and not compromise, Vision 2020 Australia's role as the peak body for the eye health and vision care sector.
- The organisation maintains its credibility, integrity and transparency in all its dealings with Vision 2020 Australia. New partners or member applicants should supply copies of their current strategic plan and corporate plan in order for the Board to assess the applicant's core values.
- The organisation must have a well-established reputation for integrity of corporate values.
- The organisation must have a sound financial track record. New applicants should supply annual and financial reports for the previous 3-5 years as part of their application and these are to be considered and reported on to the Board by the Audit and Finance Committee.
- The organisation must not have any direct links with products or industries known to cause blindness or vision impairment (e.g. tobacco).
- The organisation uses the Vision 2020 Australia logo and branding appropriately in line with Vision 2020 Australia guidelines.

For each application considered by the Board, management will take these factors into account in preparing advice for the Board.

5.4 Independence and Impartiality

Vision 2020 Australia is the national advocate to government working in partnership with members for policy change and for the funding of programs that will eliminate avoidable blindness and vision impairment and ensure community participation of people who are blind or vision impaired in Australia and our region.

Vision 2020 Australia's decisions related to policy, advocacy and relationships reflect three fundamental interests:

- The interests of Vision 2020 Australia's member organisations.
- The integrity and respect Vision 2020 Australia must maintain in order to remain an effective national advocate to government for the eye health and vision care sector.

- The interests of the public.

Where these interests do not align, Vision 2020 Australia reserves the right not to advocate for any given position.

To maintain impartiality, it is the policy of Vision 2020 Australia not to endorse funding applications or tender submissions of any particular member (see Resolution 8, dated 10 October 2012, Section 13). Members may use the Vision 2020 Australia logo in accordance with guidelines to indicate membership. These stipulate that current Vision 2020 Australia's members are encouraged to display Vision 2020 Australia's logo on their website and other promotional collateral and may state that:

'[MEMBER NAME] is a member of Vision 2020 Australia'

Members are not to state that Vision 2020 Australia promotes, endorses or supports (or other words to that effect) any particular product or service without written permission from Vision 2020 Australia.

Vision 2020 Australia will advocate for sector funding but will not apply for funding from government, nor seek donations from the public where it could be competing with members for funds. This excludes core funding from government to provide the peak body function and program funding where the peak body is best placed to coordinate the work of members and other stakeholders within the sector.

5.5 Conflict of Interest

Vision 2020 Australia staff, directors and committee members will declare real and potential conflicts of interest and behave in an ethical manner where such conflicts arise. This includes excusing themselves from Vision 2020 Australia's committee and Board decisions on these matters. Board policies and procedures exist on conflict of interest and a register of Board member interests is maintained and published at each Board meeting.

Interests that should be declared (whether such interests are those of the individual themselves or of a family member, close friend or other acquaintance of the individual) include:

- Roles and responsibilities held within member organisations.
- Directorships, including non-executive directorships, held in private companies.
- Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with Vision 2020 Australia or its members.
- Shareholdings (more than 5%) of companies in the field of health and social care.
- A position of authority in an organisation (for example, charity or voluntary organisation) in the field of health and social care.
- Any connection with a voluntary or other organisation contracting for eye health and vision care services.
- Research funding/grants that may be received by the individual or any organisation in which they have an interest or role.

- Any other role or relationship which the public or members could perceive would impair or otherwise influence the individual's judgement or actions in their role within Vision 2020 Australia.

6 Governance and management

6.1 Delegations

The rationale for delegating responsibility to the CEO and staff is to ensure efficiency of decision making through appropriately allocated authority based on time, cost, risk and scope while maintaining effective oversight. Irrespective of any formally delegated responsibility, final authority and responsibility rests with the Board.

All delegations should be clear, transparent, and approved by the Board in the context of an accountability framework.

All delegations must be within the context of Vision 2020 Australia's strategic directions, annual performance agreement, budget, and corporate business plan.

The development and implementation of program business plans, and program and sub-program budgets will be delegated to the CEO subject to the delegations set out below.

The Board may revoke, or amend, delegations at any time.

The Board should receive regular written reports on how each program delivers on its goals.

The CEO may recommend, for ratification by the Board, delegation levels for members of the senior management team and other staff, within his/her own delegation levels.

During leave or business travel periods the CEO may appoint an Acting CEO as ratified by the Board Chair. Delegations to the CEO may be exercised by an Acting CEO and similarly for other acting appointments.

All delegations must be reviewed annually.

6.2 Delegation levels

Delegation levels are adhered to through a delegation schedule that is ratified by the Board annually.

6.3 Risk management

Risk is the chance of something happening that will impact on objectives. Risks include both operational and strategic risks.

The Board shall receive CEO and senior management reports that enable the Board to determine that:

- A risk audit and management plan is in place that includes a current risk register for the organisation.

- Appropriate risk management has been undertaken and documented for decisions that potentially affect the organisation.
- Recommendations presented to the Board for consideration enable decision making that is fully informed of the risks and adequacy of controls.

The Board shall oversee risk management of the organisation. The Corporate and Governance Committee shall oversee all risk reporting except financial risk, which will be reported to the Audit and Finance Committee.

6.4 Company Seal

The company shall have a Company Seal as per The Corporations Act 2001 and used in line with Vision 2020 Australia's Constitution (Articles 48 and 49).

7 Chief Executive Officer

7.1 Relationship of Board and CEO

The success of an organisation is contingent upon a sound and open Board-CEO relationship. Governance policies inform the CEO of the Board's expectations and desired results along with the boundaries within which the CEO must work.

The CEO is the Board's sole employee with a direct reporting line to the Board. The Board delegates authority to the CEO to manage all operational matters and establishes the desired outcomes for the CEO to deliver on. The CEO can use discretion to involve the expertise of Directors in matters that have been delegated such as the appointment of staff.

Individual Directors have considerable expertise that they willingly make available to assist the CEO and staff in their work. The Board collectively, and individual Directors as appropriate, have direct access to senior management.

7.2 The role of the CEO

The CEO leads the management team and is ultimately responsible and accountable to the Board for the day-to-day management of the organisation. The CEO, together with senior management, has the responsibility for:

- Implementing strategies and policies approved by the Board.
- Developing and implementing appropriate control mechanisms to manage risks faced by the organisation.
- Maintaining an effective organisational structure that clearly assigns responsibility, authority and reporting relationships.
- Developing staff capacity and measuring performance.
- Providing regular and reliable reports to the Board, which allows Directors to monitor performance of the organisation and management (these are in the form of formal Board reports as well as informal communication as the need arises).

7.3 CEO assessment

The Board establishes annual and ongoing performance expectations for the CEO and regularly monitors achievements against these, culminating in an annual performance review. The management of the CEO's performance assessment may be delegated by the Board to the Chairperson and/or Corporate and Governance Committee.

8 Financial Management

Financial risk management strategies to ensure responsible stewardship of public funds include:

- Delegations and signatories schedule in place that is annually reviewed and approved by the Audit and Finance Committee.
- Maintaining a minimum level of liquidity (ratio of current assets to current liabilities to remain above 1.0) and reserves (maintained in accordance with the reserves policy).
- Capital expenditure controls requiring management to submit business cases for any projects or capital expenditures not approved in the annual budget that exceed limits set in the delegations and signatories schedule.
- Maintenance of secure, accurate financial records, with daily back-up.
- Purchasing of goods and services in accordance with approved guidelines and authorisation of expenditure in accordance with approved delegations.
- Maintaining minimum level of cash on hand for operational needs.
- All cheques drawn and electronic payments must be countersigned, with full disclosure of documentation; the Audit and Finance Committee approves cheque and EFT payment signatories.
- Credit cards must be used in accordance with the guidelines set out in the Vision 2020 Australia Financial Procedures document.
- Employment of suitably qualified finance personnel and delineation of roles wherever feasible.
- Grant acquittal within approved guidelines to the organisation providing funding.
- Monitoring of accountability of funded organisations.
- Daily cash-flow management.
- Regular monthly financial reporting to CEO and management. Quarterly reporting to the Audit and Finance Committee and Directors. This reporting shall include any changes to the tax, regulatory or business environment likely to have impact on the organisation.
- Financial reporting, including income and expenditure against budget, balance sheet and schedule of investments provided to every Audit and Finance Committee meeting and quarterly to the full Board.

- Approval and review of the risk management program by the Audit and Finance Committee and Corporate and Governance Committee.
- Regular internal audit function, with review by independent external auditor.

The Audit and Finance Committee may investigate any matter brought to its attention and, for this purpose, has full access to Vision 2020 Australia's records, personnel and any required external support.

9 Internal and external audit program

9.1 Internal Audit - Audit and Finance Committee

Vision 2020 Australia will appoint an Audit and Finance Committee as a standing committee of the Board. The Audit and Finance Committee will report to the Board.

9.2 External audit

External auditing will be conducted by an independent auditor in accordance with the Constitution. This includes an audit of the annual financial statements.

The external auditor is appointed at a General meeting of Vision 2020 Australia. Annually, the Audit and Finance Committee reviews the performance of the external auditor and can recommend to the Vision 2020 Australia Board any changes to the selection it deems appropriate. The Committee also specifically reviews any proposed activity by the providers of the external audit which is unrelated to external audit activity.

Auditors will have the right of access at all times to the books and other records of Vision 2020 Australia and any information, assistance and explanations necessary for the performance of their duties. The Audit and Finance Committee may meet with the external auditors without representatives of management to discuss the adequacy of Vision 2020 Australia's disclosures and policies, and to confirm the external auditor's independence from management.

9.3 Operational risk management

Operational risk management strategies include:

- Developing and implementing leading strategies, key initiatives and key performance indicators.
- Maintaining effective business planning processes which are aligned to Vision 2020 Australia's strategic directions.
- Defining operational responsibilities clearly within position descriptions for all staff.
- Maintaining an effective performance management system.
- Ensuring compliance with relevant legislation, public sector guidelines and standards and delegations of authority.
- Maintaining effective monitoring and evaluation processes.

9.4 Protection of assets

Liquid assets

Strategies to protect liquid assets include:

- Investment of cash reserves in accordance with the following guidelines:
- Maturity of investments must be limited to short or medium term to maintain adequate protection of liquidity and flexibility of use.
- Access to fixed-term investments must be available prior to the maturity date if necessary.
- Investments must only be placed with institutions or made of instruments which have a Standard and Poor's short-term credit rating of not less than A3 (for investments of less than 12 months) or a long-term rating of not less than AA (for 12 months or more).
- Investments must only be placed with institutions that are supervised by the Australian Prudential Regulation Authority.
- Investments may be spread across a range of institutions.
- In addition specific purpose reserves should be maintained as required to meet policy or program requirements for the allocation of funds.

Fixed assets

Strategies to protect fixed assets include:

- Regular maintenance of motor vehicles and equipment.
- Adequate insurance cover of fixed assets; insurance policies to be reviewed annually.
- Assets depreciated over their expected useful economic lives and replaced as required.
- Maintenance of an asset register.

Key personnel

Strategies to protect key personnel assets include ensuring that:

- Comprehensive and transparent human resource policies are in place.
- Appropriate selection and recruitment processes and termination processes are in place.
- Terms of employment are clear for all staff.
- Positions descriptions are clear and relevant.
- An effective performance management system is in place.
- Professional development opportunities are fair, equitable and relevant.
- A fair and equitable reward and recognition system is in place.

- There is internal alignment with Vision 2020 Australia's stated values.
- Succession planning is conducted and reviewed every 12 months by the Chair.

10 Vision 2020 Australia's image and public relations

Strategies to protect Vision 2020 Australia's image and public relations include:

- Ensuring that all appointees recommended for appointment to the Corporate and Governance Standing Committee are appropriately skilled and recognised as experts in their field.
- Ensuring that Board and staff members uphold the highest standards of integrity.
- Ensuring that adequate checks and balances exist within all operational functions.
- Ensuring a high standard of accountability and reporting to stakeholders.

11 Human resources

11.1 CEO succession

The CEO will appoint an Acting CEO during all periods of leave and other absences of three days or more.

In the event of an emergency the Chair will appoint an Acting CEO.

11.2 Personnel management

Vision 2020 Australia has developed a comprehensive set of human resource policies, which are made available to all employees, and which are monitored by the Board's Corporate and Governance Committee.

The basis of employment of Vision 2020 Australia employees is individual performance based employment agreements, fixed term or ongoing.

11.3 Employment and remuneration principles

Remuneration packages will be negotiated on a case by case basis. When offering remuneration packages Vision 2020 Australia will have regard to appropriate relativities within Vision 2020 Australia, appropriate relativities within the NGO sector and Vision 2020 Australia's capacity to pay. Retention and recruitment premiums may be considered from time to time but any such premium will be clearly identified as such. Vision 2020 Australia may also commission individual work value reviews from time to time.

The expectation is that conditions of employment will be as uniform as possible for all employees. Notwithstanding, variations may be negotiated on a case by case basis.

Performance plans will be monitored and reviewed every six months. Remuneration reviews will be annual.

Vision 2020 Australia will be guided by principles of procedural fairness and natural justice, specific advice from human resources advisers, where necessary and support material available from Fair work Australia in the administration of its performance management system for staff.

Vision 2020 Australia will negotiate employment contracts with each of its employees. This agreement will set out terms and conditions of employment and include position requirements and remuneration.

12 Strategic direction setting and monitoring

12.1 Setting directions

The Board's leadership role is fundamental to the development of, and monitoring of strategic directions and significant policies. The Board is responsible for approving and reviewing Vision 2020 Australia's strategic directions.

12.2 Process for determining strategic directions

The Board, in consultation with appropriate others (such as CEO, staff, members and key external stakeholders), will periodically review the mission, vision and outcomes and corresponding performance indicators of the strategic plan.

As a member representative organisation, the Board undertakes to ensure that members are appropriately consulted on the triennial strategic planning. Each three-year plan will be updated annually through the business planning cycle. The Board will receive advice from the CEO in aligning the strategic directions, priorities of the annual plan, budget, operational requirements and performance indicators. These will be adopted before the start of the new financial year.

Board meetings as stated earlier are also an ongoing forum at which strategic objectives can be reviewed and discussed.

13 Reporting schedule

13.1 Performance monitoring, evaluation and quality assurance

Performance monitoring enables the Board to monitor the level of compliance with all desired outcomes (as stated in strategy and or policies). An evaluation framework requires the CEO to report progress against the strategic plan on a quarterly basis. Reports on key strategic areas will also be provided at every Board meeting.

Nature of report	Frequency	Suggested formats
Vision 2020 Australia performance against strategic directions	At quarterly Board meetings and in the annual report	Written report on Vision 2020 Australia progress against the business plan
Outputs of programs/projects	On completion of programs/projects and/or in accordance with business or program plan	Report proformas covering: CEO Report outputs of program, and Verbal presentation
Funding for programs/projects (For information and for approval by Board)	In accordance with business planning cycle	Income and expenditure Balance Sheet
Financial management	Quarterly and/or in accordance with Audit and Finance Standing Committee's meeting schedule. At quarterly Board meetings	Income and expenditure Balance Sheet Explanatory notes
Chief Executive Officer	At quarterly Board meetings and in the annual report	Written and verbal report on: Stakeholder issues Policy directions External environment Overseas travel Staff activity
Auditing	Annually	External audit report

List of appendices:

- A Directors' code of conduct
- B Members' code of conduct

14 Directors' code of conduct (Appendix A)

As a Director of the Board of Vision 2020 Australia, an incorporated company limited by guarantee, I agree to abide by the obligations of the Corporations Act 2001, Chapter 2D.

Further, I declare that:

- I shall act at all times and in all matters in the best interests of Vision 2020 Australia.
- I will foster good governance as essential to maintaining trust between Vision 2020 Australia and its supporters, funding authorities and the users of its services.
- I will promote values and attitudes of service, integrity, cost-effectiveness, consideration for individuals, accountability and personal responsibility, commensurate with good management principles and in accordance with Vision 2020 Australia's status as a charitable human service organisation.
- I will be unpaid and shall take no material benefit whatsoever from my office.
- I shall at all times act honestly and in good faith in the exercise of my powers and the discharge of my duties of office.
- I have a duty to use due care and diligence in fulfilling the function of office and in exercising the powers attached to that office.
- I shall not take improper advantage of my position nor allow personal, family or business interests to conflict with the interests of Vision 2020 Australia.
- I understand that the performance of any service or the supply of any article to Vision 2020 Australia by me or a related party for which I may receive compensation requires the prior approval of the Board.
- I will not engage in conduct likely to bring discredit to Vision 2020 Australia.
- I agree to be bound by this code of conduct.

Director's name

Director's signature and date

15 Members' code of conduct (Appendix B)

Members of Vision 2020 Australia support the objects and purposes of Vision 2020 Australia and abide by the code of conduct.

As a member of Vision 2020 Australia, _____
will:

- Operate in an open and collegiate manner across the eye care sector.
- Act with honesty and in good faith.
- Treat others with respect and dignity.
- Value diversity of contribution across the membership.
- Recognise and avoid conflicts of interest.
- Comply with the letter and spirit of the law.
- Never take improper advantage of our position.
- Not make improper use of information obtained.
- Always acknowledge and respect decisions of Vision 2020 Australia and its membership.
- Not disclose confidential information without prior appropriate consent.
- Not act in a way that would bring disrepute to Vision 2020 Australia and the sector.

I, _____

(INSERT REPRESENTATIVE NAME)

on behalf of the executive and/or governing body of

(INSERT NAME OF MEMBER ORGANISATION)

confirms that our organisation agrees to adhere to the Vision 2020 Australia Code of Conduct

DATE