



1. Introduction

1.1. References in this document to the “St Francis” mean the St Francis Pet Dispensary for Sick and Injured Animals

1.2. This Committee Governance Handbook (the “Handbook”) sets out the responsibilities, functions and operation of the Committee and is designed to assist the Committee, individual Members and the Practice Manager in addressing corporate governance matters generally, and in meeting their obligations and those of St Francis.

1.3. This Handbook is supplemental to, and not in substitution for, the Trust Deed.

1.4. “Corporate governance” can be defined as the “procedures, processes and attitudes according to which an organisation is directed and controlled”. The corporate governance structure specifies the distribution of rights and responsibilities among the different participants in the organisation – such as the Committee, staff, members and other stakeholders – and lays down the rules and procedures for decision-making.

1.5. The Committee retains primary responsibility for corporate governance within St Francis at all times however it is recognised that the Trustees are ultimately accountable and responsible.

1.6. The Practice Manager plays an important part in ensuring effective governance and is therefore responsible for operating effective oversight consistent with Committee policy in conjunction with the Chairperson.

2. Committee Role & Responsibilities

2.1. Subject to the provisions of the Trust Deed and to any directions given by special resolution of St Francis in general meeting, the Trust Deed provides that the business of St Francis shall be managed by the Committee, who may exercise all the powers of St Francis.

2.2. Certain matters in relation to St Francis are specifically reserved for decision by the Committee or solely for the Trustees.

2.3. The Committee may delegate authority to sub-committees or management to act on behalf of the Committee in respect of certain matters but, where the Committee does so, it shall have mechanisms in place for documenting the delegation and monitoring the exercise of delegated functions. The Committee or Trustees cannot abrogate its responsibility for functions delegated.

3. Committee Attributes

3.1. The Committee shall have:

- a) the necessary knowledge, skills, experience, expertise, competencies, professionalism, fitness, probity and integrity to carry out their duties;
- b) a full understanding of the nature of St Francis strategy, objectives, activities and related risks;
- c) a full understanding of their individual direct, indirect and collective responsibilities; and
- d) an understanding of St Francis financial statements.

4. Committee Functions

4.1. In addition to the matters that are specifically reserved to the Committee under paragraph 2.2, the Committee undertakes a number of functions related to the overall development, sustainment and management of St Francis.

4.2. Specifically the Committee is tasked with the following:

- a) To set the strategy for St Francis.
- b) To approve the management structure and ensure its effectiveness.
- c) To retain ultimate responsibility for corporate governance within St Francis and to review St Francis's overall corporate governance arrangements.
- d) To exercise effective, prudent and ethical oversight of St Francis.
- e) To ensure a robust and transparent organisational structure.
- f) To ensure an adequate and effective internal control framework as well as an appropriate financial reporting and accounting framework.
- g) To approve the annual budget and assess whether it is compatible with short-term and long-term objectives.
- h) To ensure an appropriate balance between the interests of the various stakeholders, including the members, employees, volunteers, donors and funders.
- i) To approve strategic partnerships and alliances which are significant in terms of the operations of St Francis.
- j) To approve amendments to the Trust Deed and all other business to be submitted to members at General Meetings.
- k) To appoint and remove the Chairperson of the Committee, who should be independent of management, and to determine the terms of such appointment.
- l) To appoint and remove the Practice Manager and to determine his/her responsibilities and the terms of his/her contract.
- m) To monitor the performance of the Practice Manager.
- n) To evaluate performance against strategic objectives.
- o) To appoint a Manager and Team with appropriate knowledge, experience, skill and competence for their roles.
- p) To address succession planning in respect of the Chairperson, Practice Manager and Team.
- q) To ensure that Committee Members are given adequate training about the operations and performance of St Francis, so that St Francis are well positioned to make informed decisions.
- r) To be consulted by the Practice Manager on the appointment of the Practice Team.
- s) To approve the Terms of Reference and membership of Sub-Committees and to ensure that such Sub Committees report their findings and recommendations to the Committee.
- t) To recommend the appointment of the External Auditors and to approve their remuneration.
- u) To identify the Committee's need for information and to arrange for its timely production.
- v) To ensure that St Francis complies with its legal and regulatory obligations as to the disclosure of information.

w) To establish a documented Code of Conduct and Conflicts of Interest Policy for Committee Members and staff and, where conflict of interests arise, ensure that they are noted in the minutes.

5. Committee Evaluation

5.1. The Committee shall formally review its overall performance, that of Sub Committee and that of individual Committee Members, relative to the Committee's objectives and compliance with relevant provisions, at least annually.

5.2. Every three years an evaluation by an external evaluator shall be undertaken. Where the external evaluation is critical of the performance of the Committee, the frequency of subsequent evaluations may be increased to annually until acceptable performance is noted.

5.3. The review shall be documented.

6. Committee Composition

6.1. In accordance with St Francis Trust Deed, the number of Committee Members shall not be less than seven or more than eleven.

6.2. The size of the Committee should be appropriate to the requirements of the organisation, and shall be of sufficient size and expertise to oversee adequately the operations St Francis.

6.3. The balance of skills and experience on the Committee should be appropriate to the requirements of the organisation.

6.4. Each member of the Committee shall ensure he or she has sufficient time to devote to the role of Committee Member and associated responsibilities.

6.6. The Committee will review its membership at least once every three years.

6.7. The Committee will review the membership of any person who is a member for nine years or more and shall document its rationale for any continuance.

7. Committee and Committee Meetings, Information & Documentation

7.1. The Committee shall meet as often as is appropriate to fulfil its responsibilities effectively and prudently, reflective of the nature, scale and complexity of St Francis. In any event, the Committee shall meet at least 6 times during any calendar year.

7.2. Committee members shall attend each Committee meeting and Committee meeting (of which they are a member) unless they are unable to attend due to circumstances beyond their control, for example, due to illness, and their attendance and eligibility to vote at each meeting shall be evidenced in the minutes of each meeting.

7.3. Committee Members must advise the Chairperson of the Committee or relevant Sub Committee where they are unable to attend a Committee or Sub Committee meeting.

7.4. The Committee seeks to achieve a common view and to reach decisions by which all Members agree to be bound. All Members are expected to support the decisions of the Committee.

7.5. A detailed agenda of items for consideration at each Committee and Sub Committee meeting together with minutes of the previous meeting shall be circulated in advance of the meeting to allow all Members adequate time to consider the material. Sufficient and clear supporting information and papers shall also be circulated.

7.6. Detailed minutes of all Committee meetings shall be prepared with all decisions, discussions and points for further action being documented. Dissensions or negative votes shall be documented in terms reasonably acceptable to the dissenting person or negative voter. The minutes of meetings shall provide sufficient detail to evidence appropriate Committee attention, the substance of discussions and their outcome and shall be agreed at the subsequent Committee meeting. Minutes shall also document the attendance or non-attendance of members of the Committee.

7.7. Where conflicts of interest arise, pursuant to the Conflicts of Interest Policy for St Francis, the Committee shall ensure that they are noted in the minutes. If on-going conflicts arise, consideration shall be given to membership of the Committee.

7.8. Committee meetings and the proceedings of any Committee are governed by the provisions of the Trust Deed. These provisions and related arrangements include the following:

- a) Every Committee Member is entitled to call a meeting of the Committee.
- b) Every Committee Member is entitled to be given notice of every Committee meeting.
- c) The quorum necessary for the transaction of business by the Committee is five.
- d) Certain tasks are delegated by the Committee to Sub Committees.
- e) Members should attend each Committee meeting in person wherever possible. However, it is acknowledged that physical presence may not always be possible, in which case videoconferencing or teleconferencing is permissible.
- f) Members are provided in advance of meetings with relevant documentation, including agenda, Committee papers and minutes of previous meetings. It is the duty of each Member to read thoroughly all documentation provided to him/her for Committee/Sub Committee meetings.
- g) The Members will meet periodically, and at least once per year, without the Practice Manager present.

8. Committee Committees

8.1. The Committee is empowered by the Trust Deed to delegate its authorities, discretions, functions and powers to a Committee or Sub Committees.

8.2. The purpose of such Committees is to facilitate the examination, in greater depth than is practicable at Committee meetings, of certain matters for which the full Committee retains responsibility.

8.3. Accordingly, the existence of a Sub Committee to address a particular matter or area, or the fact that a matter had been separately considered by a Sub Committee, does not entitle a Member to abdicate his/her responsibilities in that matter or area.

8.4. The authority, functions, membership and reporting lines of the Committees as well as meeting frequency, voting rights and quorums shall be clearly outlined in written terms of reference established by the Committee. The terms of reference shall be reviewed regularly by the Committee to ensure continuing appropriateness. Recommendations on revisions shall be provided to the Committee, where necessary. Such reviews shall be documented and shall take place at least once every two years.

8.5. Detailed minutes of all Committee meetings shall be prepared in accordance with the guidelines in paragraph 7.6.

8.6. When appointing Sub Committee members, the Committee shall review and satisfy itself as to the relevant expertise, skill of members and their ability to commit appropriate time to the Sub Committee.

8.7. No single individual may hold the position of Chairperson of the Committee and Audit Committee simultaneously.

8.8. Cross Committee membership by an individual shall be managed by St Francis to ensure that no one individual exercises excessive influence or control.

8.9. Sub Committees shall report regularly to the Full Committee and the minutes of all Sub Committees shall be circulated to the Full Committee in due course.

8.10. Any Member may, having given notice to the Chairperson of the Committee and the Sub Committee Chairperson, attend any Committee meeting, as an observer.

8.11. Sub Committees will be appointed by the Full Committee and each will require a Terms of Reference agreed before starting its work.

9. The Chairperson

9.1. The Chairperson shall attend and chair Committee meetings.

9.2. The Chairperson shall have relevant expertise and background required to comprehend each of the following:

- a) the nature of St Francis strategy, objectives, activities and related risks;
- b) his or her individual direct and indirect responsibilities and the Committee's collective responsibilities; and
- c) St Francis financial statements.

9.3. The Chairperson shall have the necessary personal qualities, professionalism and integrity to carry out his or her obligations.

9.4. The roles of the Chairperson and Practice Manager shall be separate.

9.5. The Chairperson of the Committee shall be proposed for election or reappointment by the Committee on an annual basis.

9.6. The required time commitment for a Chairperson may be significant.

9.7. An individual who has been the Practice Manager or member of the Practice Team of St Francis during the previous 5 years shall not advance to the role of Chairperson of St Francis.

9.8. The role of the Chairperson shall include the following:

- a) To lead the Committee, encourage critical discussions and challenge mindsets. In addition, the Chairperson shall promote effective communication between the Committee and Practice Manager.

- b) To assist the Committee, through his/her leadership, in effectively fulfilling its role.
- c) To chair (or arrange for the chairing, in accordance with the Trust Deed, of) Committee meetings and General Meetings.
- d) To meet with Members individually and collectively, at and outside Committee meetings, to ensure that a continuous and close relationship is maintained with them, thus utilising their special skills to the fullest extent to secure optimum benefits for St Francis.
- e) To maintain a continuous relationship with the Practice Manager and to be available to advise the Practice Manager on major issues.
- f) If appointed to a Sub Committee, to participate jointly with other members in Committee proceedings.
- g) To set the agendas for Committee meetings, and to ensure that the Members receive accurate, timely and clear information to enable the Committee to make sound decisions.
- h) To refer promptly to the Committee such matters as may require its decision.
- i) To facilitate the effective contribution of the Members and to ensure constructive relations between the Committee Members and Practice Manager.
- j) To institute an annual evaluation process in respect of the performance of the Committee, its Sub Committees and individual Members.
- k) To ensure compliance with the provisions of the Conflicts of Interest Policy for Members and the Team.
- l) To give guidance to the Committee on distinguishing between Committee issues and management issues.
- m) To make recommendations to the Committee in relation to the membership of the Sub Committee.
- n) To ensure that new Members receive proper induction to facilitate them in their knowledge of, and familiarity with, St Francis in order to fulfil their role, and to ensure that their on-going development needs are recognised.
- o) To be accountable to the members at General Meetings of St Francis for the proper execution of the duties and responsibilities of the Committee and the adequate protection of members' rights and interests.
- p) To ensure that the Committee maintains an understanding of the views of members.
- q) In consultation with the Practice Manager, to carry out such representational duties as are necessary to provide support for St Francis's policies and operations.
- r) To be responsible for conducting himself/herself in such a manner, and encouraging others to do likewise, as will reflect credit on St Francis.
- s) To ensure that his/her succession is adequately addressed.

10. The Committee (Members)

12.1. The Members shall have a knowledge and understanding of animal welfare and of the objectives and material activities of St Francis to enable them to contribute effectively.

10.2. The Members shall comprise individuals with relevant skills, experience and knowledge who shall provide an independent viewpoint to the deliberations of the Committee that is objective and independent of the activities of management.

10.3. Dedicated support shall be available to Members on any matter requiring additional and/or separate advice to that available in the normal Committee process.

10.4. Each member of the Committee shall have sufficient time to devote to the role of Member and associated responsibilities.

10.5. The Members are required to comply with the provisions of St Francis's Conflicts of Interest Policy.

10.6. The role of the Members, under the Chairperson's leadership, is:

- a) To ensure that there is an effective Team in place.
- b) To participate actively in constructively challenging and developing strategies proposed by the Practice Manager and Chairperson.
- c) To participate actively in the Committee's decision-making process.
- d) To participate actively in Committee Committees to which they have been appointed.
- e) To exercise appropriate oversight over execution by the Team of the agreed strategies, goals and objectives and to monitor reporting of performance.

10.7. Where Members have unresolved concerns about particular issues, they may request that their concerns be recorded in the Committee minutes. On resignation, Members should provide a written statement to the Chairperson, for circulation to the Committee, if they have any such unresolved concerns.

10.8. Led by the Chair of the Committee Audit Committee, the Members will conduct an annual performance evaluation of the Chairperson, taking into account the views of the Practice Manager.

11. Practice Manager

11.1. The Practice Manager is the person responsible for St Francis with ultimate executive responsibility for St Francis's operations, compliance and performance.

11.2. The Practice Manager serves as the main link between the Committee and Team.

11.3. The Practice Manager shall have relevant animal welfare expertise, qualifications and background to ensure that the Practice Manager has the necessary knowledge, skills and experience required to comprehend fully each of the following:

- a) The nature of St Francis's strategy, objectives, activities and related risks.
- b) His or her individual direct and indirect responsibilities and the Committee's responsibilities.
- c) St Francis's financial statements.

11.4. The Practice Manager shall have the necessary personal qualities, professionalism and integrity to carry out his or her obligations.

11.5. The Practice Manager shall not hold any other positions outside St Francis, without the prior permission of the Committee.

11.6. The Practice Manager's role and accountabilities include the following:

- a) Generally, to lead and direct the day-to-day management of St Francis.
- b) In pursuit of the development and growth of St Francis, to formulate the strategic objectives, related plans and annual budget of St Francis; to seek Committee approval thereof; and, if approved, to execute those plans.
- c) To propose the organisation structure and ensure its effectiveness.
- d) To motivate and direct the Team.
- e) To ensure that the financial reporting systems are effective in providing timely management information that accurately reflects the progress and financial affairs of St Francis and that the financial controls and systems of risk management are also effective.

- f) To ensure compliance with relevant laws, regulations and codes of practice.
- g) To ensure that the Chairperson and Committee are kept informed of progress towards agreed objectives and of material issues affecting St Francis's activities; and to ensure that the Committee's decisions are implemented effectively.
- h) To represent the interests of St Francis to members, the Department of Agriculture, staff, volunteers, donors, the media and the public at large.
- i) To ensure that the members are kept adequately informed of the affairs of St Francis and that sound relationships, understandings and communications are maintained between the St Francis and the members.
- j) To ensure that there is dialogue with members based on the mutual understanding of objectives, and to attend meetings with members to hear their views on issues of relevance and/or of concern.

12. Professional Advice

14.1. Occasions may arise when Members consider it necessary to seek independent legal or financial advice in the furtherance of their duties, at St Francis's expense.

12.2. A Member shall give prior notice to the Chairperson of his/her intention to seek independent professional advice under the previous paragraph and shall provide the name(s) of any professional advisers he/she proposes to instruct together with a brief summary of the subject matter and the likely cost thereof.

12.3. The Chairperson shall provide a written acknowledgement of receipt of the notification and shall state therein whether the fees for the professional advice will be paid by St Francis. Pending receipt of such acknowledgement, the Member shall not instruct the adviser concerned.

12.4. Independent professional advice for this purpose shall include legal advice and the advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters.

12.5. Any advice obtained under this procedure shall be made available to the other members of the Committee, if the Committee so requests.