



## **Animal Welfare League of South Australia Inc. GOVERNANCE STATEMENT**

### **Introduction**

Established in 1964, the Animal Welfare League of South Australia Inc. (AWL) operates the state's largest animal shelter and adoption centre, as well as pet boarding, at Wingfield, a shelter and state-of-the-art crematorium at Edinburgh North, and four thrift shops located in Port Adelaide, Tranmere, and Gawler.

AWL's purpose is to improve the health and welfare of companion animals by encouraging a community that values the human-animal bond, to enrich the lives of people and their pets. AWL is proud of its contribution in providing high-quality animal care facilities and related services to the state's animals, their owners and the broader community, and has over 2,000 financial members.

### **Operations and Governance**

AWL Board is the legal authority and regulated by the Association Incorporations Act 1985 and Australian Charities and Not-for-profits Commission (ACNC).

The Board oversees the governance, compliance and risk assessment, with a focus on the broader issues of AWL's purpose and strategic positioning. Importantly, this includes setting and monitoring the strategic directions and the establishment and monitoring of the Board. The management team, under the guidance of a Chief Executive Officer (CEO), are responsible for managing the operations of the business.

The Board is committed to providing strong advocacy in good corporate governance through open and transparent platforms, to enable AWL to fulfil its corporate governance obligations not only as a charity and an organisation but also in the best interests of animal welfare, the staff and stakeholders.

### **Board Composition and Performance**

AWL operates under a Constitution which was formally adopted by the Members at the Annual General Meeting (AGM) held on 22 October 2019. A copy of the Constitution is available on the website [www.awl.org.au](http://www.awl.org.au). The Constitution provides for a voluntary and independent Board to be responsible for AWL's overall management and specifies the Board's powers, responsibilities and how Board Members are elected. Except for those matters which the Board has reserved to itself, it has delegated to the CEO responsibility and authority for managing day-to-day operations. The CEO is subject to the Board's overall direction, control and reports to the Board and its Sub-Committees at each of their meetings. The matters the Board has reserved to itself are:

- The appointment, including contractual terms, performance review and reappointment, of the CEO
- The composition of the Board, including Board performance
- The approval and monitoring of the annual budget
- The setting and monitoring of overall strategic direction and goals
- Corporate governance, including risk management and corporate compliance

Board Members have the appropriate balance of skills, knowledge, experience and diversity to enable them individually and collectively to exercise their judgment to discharge their duties and responsibilities effectively. AWL's Skills Matrix is referenced during Board and Sub-Committee appointments to maintain the desired range of expertise.

To assist it in the discharge of its responsibilities, the Board has established Sub-Committees which concentrate on defined aspects. The Board can co-opt AWL members that possess specific skills or areas of expertise to Sub-Committees. AWL Sub-Committees are:

- Animal Welfare
- Finance, Audit and Risk
- Business Development
- Board Recruitment
- Executive

AWL acknowledges that Board Members are "responsible entities" under the Australian Charities and Not-for-profits Commission Act and that they must not be persons disqualified from managing a corporation or disqualified from being a responsible entity. No Member is entitled to receive a benefit as a result of holding office as an AWL Board Member.

As per the Constitution, the Board must meet at least five times a year, nevertheless, AWL holds regular Board meetings to facilitate consistent and open communications between Board Members and the CEO. The Constitution prescribes that the Board must consist of not more than nine (9) or less than seven (7) Members, including the Chair and Deputy Chair. The profiles of AWL Board Members are available on the website [www.awl.org.au](http://www.awl.org.au).

The Chair, or in the Chair's absence the Deputy Chair, chairs each meeting. The Constitution governs the conduct of Board meetings and Board Members' participation in them. While minutes of each Board meeting are taken and kept, the proceedings and discussions at Board meetings are confidential. Board Members are prohibited from divulging to any third party the details of Board discussions, except as are recorded in the confirmed minutes of any meeting.

Board Members are elected to serve for a three (3) year period and can serve for a maximum of three (3) consecutive terms; each Board Member can serve for only a total of nine years. On completion of nine years' service, a Board Member would stand down from re-election for at least one term. The officeholders of Chair and Deputy Chair are elected from within the current Members of the AWL Board for a two (2) year term. If re-elected to the Board, the Chair or Deputy Chair can hold the office for a maximum of two (2) terms before standing down from re-election for at least one year from the officeholder position.

The Board may co-opt a person as a Board Member to fill a casual vacancy and that person, if they wish to continue in office, must nominate for election at the next occurring AGM.

New Board Members undergo induction and are provided with background information and relevant documents to ensure they can participate actively and positively in meetings immediately following their appointment.

## **Board Specific Responsibilities**

**Risk Management and Compliance:** The Board has a number of responsibilities specifically relating to risk, risk management and corporate compliance protocols. The Finance, Audit and Risk Sub-Committee oversees these responsibilities to review risk management and corporate compliance activities.

**Financial:** The Board receives detailed budget and financial performance reports at each of their meetings. In consultation with the external auditor, the Board and Finance, Audit and Risk Sub-Committee reviews the annual financial plan, the annual audit results, the auditor's report and manage responses to any issues raised. The Board approves the audited financial statements for circulation to the members, which is undertaken at the AGM, and report to Australian Charities and Not-for-profits Commission and other Departments responsible for charitable collections legislation.

**Animal Welfare:** The Animal Welfare Sub-Committee assists the Board in carrying out its duties by providing an independent and objective review, advice and assistance in strategy-setting and planning, developing Board policy, and overseeing and monitoring best practice in animal welfare.

**Business Development:** The Business Development Sub-Committee assists the Board in carrying out duties by providing insight, objective review, advice and assistance in strategy-setting and planning on the development of AWL's revenue base, including the expansion of commercial operations and innovation in fundraising activities.

## **Accountability**

The AWL Board is accountable for the conduct of AWL's affairs and the pursuit of the purpose and objectives as set out in the Constitution to members and stakeholders. Annually members of AWL are notified of the AGM where the Financial Report is presented, together with an Annual Report. The Chief Executive Officer and General Manager, Corporate and Commercial Services, are in attendance and available to answer members' questions including, but not limited to, the conduct of the audit, the status of internal controls, and the preparation and content of the auditor's report.

Outside of the AGM, members can raise matters of concern directly with the Chair, Board Members or the Chief Executive Officer. AWL financial statements are lodged with and are publicly available at the Australian Charities and Not-for-profits Commission, and AWL's Annual Report is available on the website [www.awl.org.au](http://www.awl.org.au).

AWL maintains an informative website, [www.awl.org.au](http://www.awl.org.au) providing information on animal adoptions, activities, fundraising appeals, volunteering and events. AWL has a communication programme with donors, supporters and partners to inform them of activities.