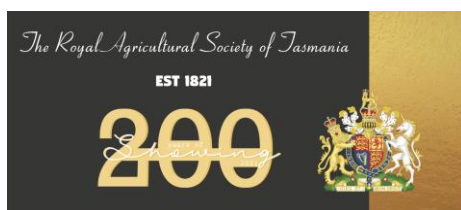




The Royal Agricultural Society of Tasmania

COUNCILLORS', DIRECTORS, VOLUNTEERS & STAFF HANDBOOK



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1. FOREWORD

Congratulations on your appointment as a Councillor, Director, Volunteer or Staff Member.

As a member of the Council, Board, Committees or staff member you have accepted the role of assisting the RAST to conduct the business of the Society in particular delivering events such as the Royal Hobart Show, Wine Show and Food Show.

This handbook has been prepared as a guide and information resource for new Councillors, Directors, Volunteers and staff. We will build on the contents of this manual as we develop and as new issues arise.

We extend our very best wishes to you and trust that you will achieve personal and professional enjoyment from your involvement as part of RAST's leadership team.

Peter Spotswood

President & Chairman of the Board

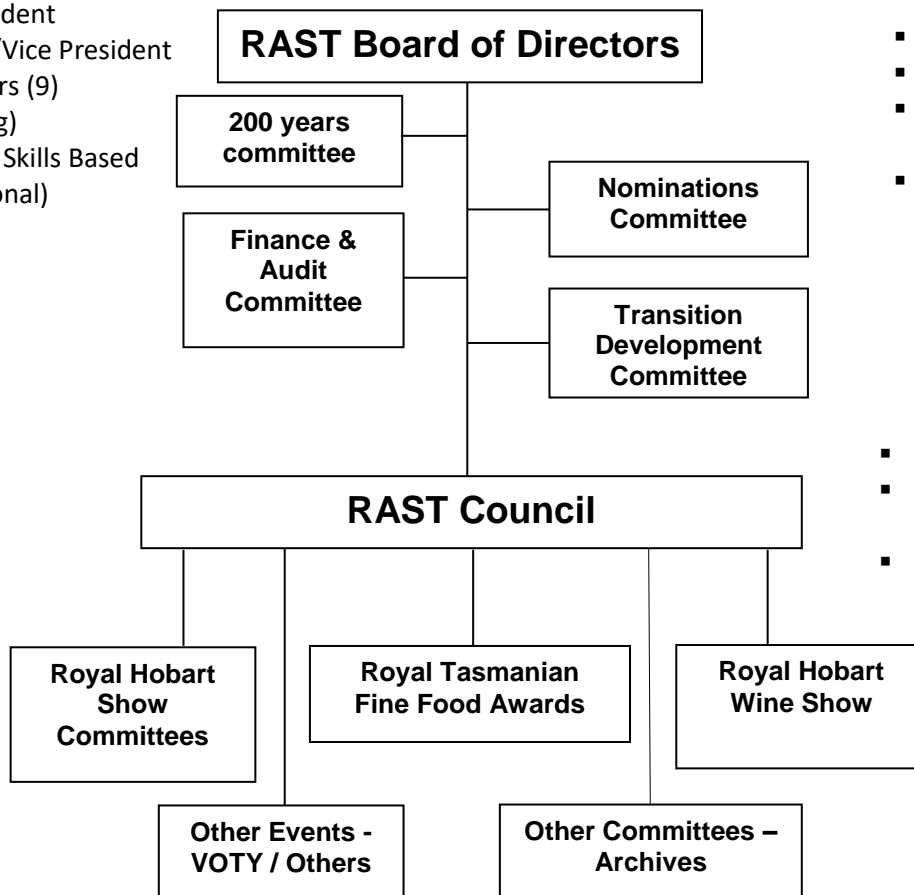
Scott Gadd

Chief Executive Officer

2. RAST'S GOVERNANCE & MANAGEMENT

The following provides an overview of RAST's governance systems and is subject to change from time to time.

- Chairman/President
- Vice-Chairman/Vice President
- Elected Directors (9)
- CEO (non voting)
- Two Additional Skills Based Directors (optional)



- Monthly Meetings
- Strategy Plan
- Budgets/Major Finances
- Appointed for 3 years

- Conduct major events
- At least 3 meetings per year
- Appointed/ ratified for 3 years

3. CODE OF CONDUCT

Nominees for RAST positions are required to agree to RAST's "Code of Conduct". Candidates sign off acceptance to comply with this Code on their nomination form.

A Councillor must be a voting member of the Society.

CODE OF CONDUCT SUMMARY

The primary function of the RAST Board is to appoint the CEO and hold them accountable, to oversee the strategic direction of the organisation and to oversight the financial management ensuring compliance with all statutory obligations.

The primary function of the RAST Council is to work with the Board of Directors, CEO and staff to efficiently and effectively deliver events for RAST.

The primary function of RAST committees is to work under the delegated authority of the Board, Council or CEO to deliver their respective events / sections. Committees always operate under the auspices of either the Board, Council and/or CEO. Their decision making ability is determined by the overarching body.

The primary function of RAST staff is to work under the direction of the CEO to promote the goals and values of the society.

Councillors, Directors, Volunteers and staff shall accept their personal responsibility to:

- (a) Act honestly and in good faith in the best interests of The Royal Agricultural Society of Tasmania.
- (b) Exercise due care, skill and diligence in preserving, protecting and advancing RAST.
- (c) Respect confidential information obtained, and disclose any actual or potential conflict between their obligations owed to RAST and their personal interests and other duties.
- (d) Adhere to RAST policies, rules and regulations,
- (e) Provide positive and accountable leadership for RAST.
- (f) Promote RAST's mission.
- (g) Actively support and promote RAST's strategic initiatives.
- (h) Actively promote RAST's organisational values i.e.,
 - We value:
 - Agriculture, heritage and the environment
 - Competitive advantage through knowledge, training and demonstration
 - Customer service and community partnerships
 - Our staff and our volunteers
 - Our sponsors and our exhibitors
 - Leadership through innovation and reward
 - The involvement of youth
 - Diligence, accuracy and fair judgement
- (i) Report to the Chairman if Councillors, report to the CEO or his delegated supervisor in the case of staff, committee members and volunteers.

(Reference – RAST Code of Conduct)

4. FUNCTIONS/RESPONSIBILITIES OF THE BOARD, COUNCIL, COMMITTEES & STAFF

The successful operation of RAST depends on a positive working relationship between Directors, Council, CEO and staff.

The Directors are responsible for determining policy issues including strategic and operational plans and organisational structure, as well as making those major executive decisions which are not covered by policy or delegated.

The CEO and staff are responsible for implementing the Board's decisions and the day-to-day management of the organisation.

The Council is responsible for delivering all major events and assisting with the conduct of the Society's businesses including the Motor Home Park, Sunday Market and Archives

Position Statements for the Chairman, Vice Chairman and Board Member are outlined in Appendix 1.

4.1 MATTERS FOR COUNCIL – a guide to what is appropriate to raise at Council and what is best raised with the CEO or STAFF

COUNCIL

- Budgets for approval and / or major variations including prize money, entry fees, travel expenses, meal expenses and capital purchases.
- Changes, variations or exemptions of existing policies and procedures.
- Overview of progress toward project plans, budgets, requirements but not detailed information.
- Any issues associated with listed agenda items.
- Legislative or policy developments involving animal welfare, OH&S, risk management, insurance, or competitive bans or disqualifications.

CEO / STAFF

- Minor budget variations (less than \$200).
- Detailed information relating to progress toward project plans, budgets and requirements lists.
- Issues relating to building / pavilion works required.
- Issues relating to staff performance / discipline.
- Section requirements.

5. RELATIONS BETWEEN COUNCIL, DIRECTORS & STAFF

Councillors and Directors are clearly entitled to expect high standards of professional competence, loyalty, diligence and impartial advice from staff. In return, an effective working relationship depends upon the trust, respect, consistency and support shown by Councillors and Directors towards staff.

The following points are important features of a healthy and productive relationship between the Directors, Council and Staff:

- 5.1 It is essential to ensure that appropriate well defined lines of communication exist to facilitate the provision of help and advice to Council members and to ensure that staff are not placed in untenable positions which may conflict with instructions from the CEO and other work priorities. Following these few procedures will help to ensure effective and efficient functioning of the organisation.

These provisions are not intended to cut Council members off from necessary access to staff.

- 5.2 The CEO is responsible for the actions and performance of staff.
- 5.3 The CEO may, as a matter of convenience, delegate staff to deal directly with or assist Council members in particular areas or on specific projects.
- 5.4 Councillors shall respect normal workplace operations and efficiencies, and professional courtesies i.e.
- pre-arrange meetings with staff (specific issues)
 - requests for assistance/advice via the CEO.
- 5.5 The CEO attends all Board and Council meetings.

6. STAFFING

6.1 STAFF STRUCTURE

The Board of Directors endorses the staff organisational structure, based on recommendations from the CEO.

6.2 CHIEF EXECUTIVE OFFICER

- The CEO has significant delegated authorities to manage all day-to-day business operations, within approved policy and budgets.
- The Board of Directors are directly involved in the appointment (and termination if necessary) of the CEO.
- The Board also has input into the CEO's performance reviews which are primarily carried out and coordinated by the President.
- The CEO is employed under contract for a fixed term, usually 3 years with an option to extend by mutual agreement.

CHIEF EXECUTIVE OFFICER [CEO]

REPORT TO: The President and the Board of Directors

MAJOR DUTIES:

1. **Financial, Risk and Facilities Management.** Prepare and recommend annual budgets to the Board and prudently manage the Society's resources within approved budget guidelines.
2. **Event, Product and Service Delivery.** Manage, develop, market, promote and deliver quality events, products and services.
3. **Business Development.** Identify and review new opportunities, undertake analysis and provide detailed reports for the advancement of the RAST in accordance with its vision and strategies.
4. **Community and Public Relations.** Ensure that the RAST and its visions, programmes, products and services are consistently presented in a strong, positive image to the community and all stakeholders and act as the spokesperson for the Society.
5. **Human Resource Management.** Develop and maintain an effective staff organisation, including hiring and setting the remuneration of employees and recruitment of volunteers in accordance with RAST policy, approved budgets and current legislation.
6. **Occupational Health and Safety.** Promote and maintain a safe workplace environment, providing appropriate staff training in safe work practices, in accordance with current legislation.
7. **Board and Council Support.** Support the operation and administration of the Board and Council by advising and providing information to Board and Council members and interfacing between the Board, Council and staff.
8. **Member Services.** Deliver beneficial services and information to members of the RAST.

KEY PERFORMANCE MEASURES

As above and Strategic Plan Measures.

6. STAFFING (CONTD)

6.3 OTHER STAFF

- The CEO is responsible for employing staff within the approved organisational structure.
- The CEO sets salaries of all other staff in accordance with current legislation.
- Staff are employed under the Amusements, Events & Recreation Award 2010.
- Formal annual performance reviews are carried out for all staff. The results of these are communicated to the President.

6.4 STAFF DISCIPLINE

- Only the CEO can legally take disciplinary action against an employee.
- Councillors, who may consider the behaviour, performance or attitude of an employee is unsatisfactory, must bring their concerns to the CEO's attention.
- Councillors, who may consider the behaviour, attitude or performance of the CEO is unsatisfactory, must bring their concerns to the President's attention.

7. MEETINGS

7.1 THE IMPORTANCE OF MEETINGS

- Councillors have no personal or individual authority to act, or to make decisions, on behalf of RAST. Decisions can only be made by the Board of Directors and the RAST Council in accordance with its authority contained in the Constitution. This requires that a majority vote be obtained at a properly convened meeting of the Board or Council or that the decision be made pursuant to a power of delegation granted by the Board.
- RAST's Articles of Association provides delegated authorities to the CEO to transact the business of RAST in accordance with RAST's policies, endorsed plans and budgets.
- There is a clear duty on Councillors to attend meetings regularly and to vote on all matters coming before a meeting for consideration.

7.2 PREPARING FOR MEETINGS

- The degree to which a Councillor is prepared for a meeting is perhaps the single most important factor in ensuring meetings are effective and achieve results with a minimum of time wasted.
- In preparing for Council Meetings, Councillors should:
 - ⇒ read the agenda and background reports provided
 - ⇒ familiarise themselves with matters which are of particular interest, or which may prove to be controversial
 - ⇒ seek any clarification, or additional information from the CEO

7.3 COUNCILLORS' AGENDA ITEMS

- Councillors are encouraged to submit items to be placed on the agenda of a Council meeting.
- Any such agenda items need to be submitted to the CEO, in the agenda pro-forma template (as follows) at least 10 days prior to the meeting.

AGENDA ITEM	
FROM:	
SUBJECT:	
ITEM NO:	
BACKGROUND:	
ISSUES:	
RISKS/LEGAL CONSIDERATIONS:	
FINANCIAL CONSIDERATIONS:	
RECOMMENDATIONS:	

7. MEETINGS (CONT'D)

7.4 AGENDAS & BRIEFING NOTES

- A full agenda, together with briefing papers, should be circulated to Councillors at least 7 days prior to meetings where possible.
- “Full” agenda means that quite a deal of commentary and sometimes recommendations are included in the agenda.

7.5 QUORUM

- The quorum for a Council meeting is 5 Councillors present and eligible to vote.

7.6 CHAIR

- The President is the nominal chairman of all meetings of the Council. The Vice-President shall chair meetings when the President is absent.
- If the President and the Vice-President are absent, then the remaining Councillors shall elect a Chairman.

7.7 MINUTES

- Minutes of Council meetings should be distributed within 7 days of the meeting where possible.

7.8 MEETINGS SCHEDULE

- The Council is required to meet at least 3 times per year.
- The schedule of meetings also needs to take operational requirements into account, e.g.,
 - ⇒ Royal Hobart Show

7.9 DECISIONS – UNITY

- It is not expected that there will be consensus amongst all Councillors on all issues.
- It is important to emphasise that teamwork and harmony do not exclude robust differences of opinion; indeed on important issues it may be desirable to stimulate disagreement and debate.
- However, Councillors need to ensure they raise any concerns in meeting.
- But when the debate is over, and when as large a consensus as possible has been reached, all Councillors must accept that the Council has made a decision, and if they choose to remain as part of the Board, they must accept a duty of loyalty and confidentiality.
- All Councillors, whether for or against a particular decision, need to become advocates for the final Council decision.
- If a Councillor understands his or her duty is to RAST as a whole, there can be no justification for breaching Council confidentiality or showing public disloyalty while remaining a member of the Council. In such cases, resignation is the only option.

8. PERSONAL RESOURCES FOR COUNCILLORS

8.1 FEES AND ALLOWANCE

- No fees or allowances are payable to Councillors of RAST.

8.2 EXPENSES

- Councillors may be reimbursed for pre-approved expenses incurred in carrying out their duties and responsibilities.
- Councillors seeking to be reimbursed for expenses need to firstly gain the approval of the President. The President shall advise the CEO of any such approvals so that re-imburements can be made.
- Councillors seeking reimbursement of pre-approved expenses shall submit an 'Expenditure Claim Form' with receipts, within one month of incurring such expenses.

8.3 OFFICE SUPPORT & RESOURCES

- In order to offset some of the financial impositions on Councillors, RAST can provide office space and access to phones, fax, printer, copier, stationery, etc for Councillors to carry out their RAST duties.
- Similarly secretarial support can be arranged with a reasonable lead time.
- Councillors seeking such support need to make arrangements via the CEO or Administration Manager.

9. FINANCIAL MANAGEMENT & ACCOUNTABILITIES

The following information is provided to give you an insight into the financial management of the Society. The responsibility of financial management sits with the Board of Directors however all Councillors and staff can assist by working to budgets for all events and activities.

9.1 FINANCIAL OVERSIGHT

- RAST's financial statements and records are audited annually in accordance with the Corporation Act.
- RAST's Auditors are appointed annually at the AGM.
- RAST complies with Australian Accounting Standards.

9.2 FINANCIAL RESPONSIBILITY

- Every Director is under a legal obligation to ensure RAST is not 'trading insolvent'

9.3 ANNUAL BUDGET

- RAST has a policy of preparing and endorsing surplus budgets.
- The approval and monitoring of RAST's budget is a major responsibility of the Board.
- The preparation of the draft budget is coordinated by the CEO.
- The Finance & Audit Committee reviews and, if necessary, amends the proposed budgets and presents these to the Board for final endorsement.
- The annual budgets are ratified/confirmed at the March or April Board meeting each year.

9.4 EXPENDITURE CONTROLS

- The CEO is responsible for ensuring expenditures are within approved budgets and in compliance with expenditure policies (e.g. quotes, approved suppliers etc)
- The Finance & Audit Committee monitors all expenditures.

9.5 FINANCIAL PERFORMANCE MONITORING

- The Finance & Audit Committee is responsible for monitoring the financial accounts and performance.
- The Finance & Audit Committee makes recommendations to the Board on any remedial actions necessary.
- Monthly Management Accounts are provided to the Directors and are formally presented to Director meetings for review and endorsement.
- Quarterly Budget Variance Reports are also provided to the Finance & Audit Committee for review.

9.6 ANNUAL FINANCIAL REPORT

- The Board is required to approve the annual Financial Statements which are published in RAST's Annual Report.
- The Finance & Audit Committee will, in the first instance, review the statements and Auditor's reports before presenting a recommendation to the Board.

10. POLICIES

- RAST has a vast array of policies and resolutions concerning issues across all operational areas.
- These policies are reviewed periodically and it is incumbent upon everyone to remain abreast and regularly check these policies. They are available from administration.

11. MEDIA STATEMENTS

- The CEO/President handles all media issues.
- The CEO/President can delegate specific senior staff or Councillors to be the official spokesperson on specific issues.
- Councillors will receive copies of all media releases upon request.

12. ACCESS TO / USE OF INFORMATION

- Requests to inspect written records or sources of information (e.g. documents, files etc) are made to the CEO or the Company Secretary who is the legal custodian of the RAST records.
- Such requests must be for information specific to the purpose of fulfilling the Councillor's or staff member's duties.
- A current or past Councillor or staff member must not make improper use of information acquired as a Councillor or staff member to gain, directly or indirectly, a financial or material advantage for themselves or someone else, or to harm RAST.
- Information must not be released if it is confidential.
- The minutes of all Board, Council and Committee meetings are confidential.
- Personal information is governed by the appropriate Privacy Laws.

13. RAST WEBSITE – www.hobartshowground.com.au



We are RAST,

THE ROYAL AGRICULTURAL SOCIETY OF TASMANIA

The Royal Agricultural Society of Tasmania traces its history back to 1821 when a group of residents of Van Diemens Land corresponded with the Official Secretary and gained approval for the establishment of a Society

- RAST's website contains a vast array of information for internal and external stakeholders and the general public.
-

14. RAST SOCIAL MEDIA – FACEBOOK, TWITTER & INSTAGRAM

- RAST will from time to time utilise a variety of social media platforms including but not limited to those named above.

APPENDIX 1. Position Statements

Position Statement: President/Chairman of the Board**Function:**

- As Chairman of the Board, ensure the Board fulfils its responsibilities for the governance of the Society
- Be a partner to the CEO, by helping him/her achieve the mission of the Society
- Optimise the relationship between the Board, Council and Staff

Qualifications/Skills:

- Completed 3 years of Board membership and have an understanding of meeting procedures. A term on Council would be preferred.

Term:

- The President/Chairman is elected/ratified each year by the Directors. A term of 3 years is preferred.

Requirements:

- Committed to the mission of the Society
- Knowledge and skills in one or more areas of Board Governance: policy, finance, programs and/or personnel
- Willingness to serve on one board committee
- Attendance at monthly Board Meetings
- A time commitment of 8 – 15 hours per month (includes Board preparation, meeting, sub-committee and meeting time, discussions with CEO)
- Attendance at AGM
- Prepare for and participate in the discussions and the deliberations of the Board
- To foster a positive working relationship with other Board Members, Councillors and staff
- Be aware and abstain from any conflict of interest

Responsibilities:

- Provide leadership and direction to the Board
- Chair meetings of the Board. See that it functions effectively, interacts with Council and staff optimally and fulfils all its duties
- Serve as ex-officio member of other board committees
- Call special meetings if necessary

APPENDIX 1. Position Statements (CONTD)

- Arrange for the Vice Chairman to chair meetings in absence of the Chairman
- As part of the Nominations Committee recommend composition of Board Committees, committee chairman, and recruit new board members and councillors with an eye to future succession
- Periodically consult with board members on their roles
- Ensure the Board receive agenda and minutes in a timely manner
- Reflect to the CEO any concerns of the Board regarding the management of the organisation and vice versa
- Prepare a review of the CEO and recommend salary for consideration by the Board
- Oversee a search for a new CEO
- Annually focus on the performance of the board
- Work in partnership with the CEO to make sure board resolutions are carried out
- Serve as an alternate spokesperson
- Enhance relationships with stakeholders
- Fulfil other assignments as the Chairman and CEO agree are appropriate and desirable for the Chairman to perform

APPENDIX 1. Position Statements (CONTD)

Position Statement: Vice President/Vice Chairman of the BoardFunction:

- To fulfil the duties of the President/Chairman in their absence
- Be a partner to the CEO, by helping him/her achieve the mission of the Society

Qualifications/Skills:

- Completed 2 years of Board membership and have an understanding of meeting procedures. A term on Council would be preferred.

Term:

- The Vice President/Vice Chairman is elected each year by the Directors.

Requirements:

- Committed to the mission of the Society
- Knowledge and skills in one or more areas of Board Governance: policy, finance, programs and/or personnel
- A signing authority on behalf of the Board for financial and legal purposes
- Willingness to serve as Chairman of the Royal Hobart Show Committee
- Attendance at monthly Board Meetings
- A time commitment of 5 - 8 hours per month (includes Board preparation, meeting, sub-committee and meeting time, discussions with CEO)
- Attendance at AGM
- To foster a positive working relationship with other Board Members, Councillors and staff
- Be aware and abstain from any conflict of interest

Duties:

- Fulfil President/Chairman of the Board position in the absence of the President
- A signing authority on behalf of the Board for financial and legal purposes
- Adhere to general duties outlined in the board member job description

APPENDIX 1. Position Statements (CONTD)

Position Statement: Board MemberFunction:

- To provide governance to the Society, represent it to the community and accept the legal authority for it

Qualifications/Skills:

- Knowledge and skills in one or more areas of Board Governance: policy, finance, programs and/or personnel

Term:

- Board Members are elected by the members at the AGM. Board Members serve a three year term and may be re-elected for a further term.

Requirements:

- Committed to the work of the Society
- Willingness to serve on one board committee and actively participate – usually meet quarterly
- Attendance at monthly Board Meetings
- A time commitment of 5 hours per month (includes Board preparation, meeting, and committee meeting time)
- Attendance at AGM
- To publicly support the services of the Society
- Prepare for and participate in the discussions and deliberations of the Board
- Be aware and abstain from any conflict of interest

Duties:

- Govern the organisation by the broad policies developed by the Board
- Establish overall long and short term plans for the Society in meeting its mission
- Promote membership of the organisation through networking
- Monitor and evaluate the effectiveness of the organisation through a regular review of events and services
- Provide candid and constructive criticism, advice and comments
- Approve major actions of the Society such as capital expenditure and major event and service changes
- Annually review the performance of the Board and take steps to improve its performance
- Prepare for and participate in the discussions and deliberations of the Board

- Foster a positive working relationship with other Board Members, Councillors and staff
- Recommend independent auditors to the Members at the AGM for approval