



BIRTH Fiji

Governance

Policies and Procedures

REVISION HISTORY					
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				Management Board	
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1. Introduction

Building Innate Resilience Through Hearts (BIRTH Fiji) is incorporated under the Fiji Charitable Trusts Act 1945.

BIRTH Fiji's Constitution lists the objectives and purposes of the organisation, its legal powers, composition of the Board of Trustees, and the Management Board and the Board), conduct of elections and general meetings, membership, and other important rules to guide the activities of the organisation. Copies of the Constitution are held in the office and are available to all members and staff of the organisation.

The Management Board (Board) of BIRTH Fiji carries out its legal duties in accordance with the following values

5 Our Values:

- ∞ ● Care, Compassion, Confidentiality and Empathy
- ∞ ● Advocacy, Education, Motivation, Empowerment
- ∞ ● Safe, secure and judgement free environment
- ∞ ● Acceptance, Self-Help, Integrity
- ∞ ● Self-confidence, reflection, growth, resilience
- ∞ ● Innovative and Proactive ways to encourage equality
- ∞ ● Transparency, Honesty and Consistency

2. Role and Responsibilities of the Management Board (Board)

2.1 Functions and Membership of the Board

In so far as possible, members of the Board should have a broad range of qualities and expertise, including professional skills, management experience and recognition among stakeholders and the public, and should complement each other and the organisation's personnel. The Board should also strive to include people of different ages and ethnic groups and socio-economic backgrounds.

The primary function of the Board is governance. The Board is responsible for protecting the interests of BIRTH Fiji and its stakeholders and to bring an independent and objective view to the organisation's decision-making process and is responsible to oversee the performance of management.

All Board Members are broadly obligated to:

- Put the interests of the organisation at the foremost in their deliberations as Board members
- Use reasonable care, skill and diligence in the performance of their duties
- Be honest, act in good faith and do not use their role or information obtained as a Board member dishonestly
- Be aware of their responsibilities under the relevant legislation
- Disclose any potential conflict of interest by acknowledging likely conflicts (in writing) and withdrawing from any related discussion or decisions, (and ensuring these steps are noted in the minutes of the meeting)
- Refrain from gaining personally from being a Board member
- Refrain from divulging any confidential information outside of the appropriate forum.
- Regularly attend Board meetings and important related meetings
- Have an active part in online Board deliberations in between meetings
- Understand how the organisation works, including the organisation's services, its programs and staff
- Keep up to date by reading the minutes, reports and any other necessary meeting papers.

2.2 Relationship with management

The Board's key focus is on the strategic direction and the core policies of the organisation, with limited involvement in day-to-day operational decisions. Where individual Board members do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

2.3 Board Member Responsibilities

- Organisational governance – setting or approving policies, plans and budgets to achieve organisational objectives, and monitoring performance against them

- Strategic planning – reviewing and approving strategic direction and initiatives
- Legal – ensuring the organisation is incorporated, keeps proper records, and complies with any relevant legislation and the organisation’s constitution
- Compliance monitoring – ensuring compliance with the objects, purpose, and values of the organisation, and with its constitution
- Financial monitoring – reviewing the organisation’s budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the organisation
- Financial reporting – considering and approving annual financial statements and required reports to Government
- Organisational structure – setting and maintaining a framework of delegation and internal control
- Leadership selection – selecting and evaluating the performance of the organisation’s Chief Executive Officer (CEO)
- Succession planning – planning for Board and CEO succession
- Risk management – reviewing and monitoring the effectiveness of risk management and compliance in the organisation
- Dispute management – dealing with and managing conflicts that may arise within the organisation, including conflicts arising between Board members, staff, the CEO, members, volunteers, and service users
- Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable
- Board performance and composition – evaluating and improving the performance of the Board

2.4 Role of Board Representing BIRTH Fiji

○ Representing BIRTH Fiji in the Media

The Chairperson and the CEO shall negotiate their respective roles in relation to media comments, depending on their respective skills. In particular, it is often strategic to use the Chairperson for media comments that are bound to attract

particular attention from the Government. It is generally expected that the Chairperson will have some skills in dealing with the media.

○ **Representing BIRTH Fiji on Committees**

There is a role for Board members to represent BIRTH Fiji on external committees and in various consultative forums. Representing BIRTH Fiji takes place in accordance with the following:

- representation on Government committees is to come to the Board for a decision on who will represent BIRTH Fiji
- cases where BIRTH Fiji has been invited to nominate a Board representative are to be brought to the Board for a decision, and
- other cases where BIRTH Fiji is asked to nominate a representative are at the discretion of the Chairperson in consultation with the CEO.

○ **Representing BIRTH Fiji in Lobbying**

Board members may also represent BIRTH Fiji in delegations] to politicians as follows where:

- this is considered strategically useful
- Board members are available, and
- The skills and expertise of Board members are relevant to the delegation.

3. Composition of the Board

3.1 Recruitment, Nomination and Appointment

BIRTH Fiji's strength and leadership is supported by effective recruitment, nomination and appointment processes.

When Board position vacancies occur, the organisation will:

- Assess the skills and experience required by the person to fill the vacancy
- Advertise and call for nominations/expressions of interest by
 - o Approaching individuals personally who are assessed as being able to fill the vacant position requirements
 - o Advertising in local media

Nominations/expressions of interests are evaluated for nominees' (add/remove items as appropriate):

- o Community sector, management or human resources experience;
- o Financial skills and knowledge;
- o Risk and safety management experience;
- o Communication skills;
- o Cultural responsiveness; and/or
- o Lived experience of detail as appropriate.

Nominees are appointed by application and then vote/confirmation at an annual general meeting).

Where a casual vacancy arises, the governance body may appoint a new member to serve until the next annual general meeting without undertaking all the recruitment, nomination and appointment procedure detailed above, provided the appointment is subjected to evaluation and screening as outlined.

3.2 Officers' Responsibilities

Chairperson

In addition to the responsibilities outlined in Board Member Responsibilities, the Chair:

- Provides leadership to the Board
- Chairs meetings (unless agreed otherwise)
- Has an effective working relationship with the CEO
- Liaises between the Board and the CEO unless delegated to other Board member(s) for specific purposes
- Ensures meetings of the Board are held
- Draws up the Board meeting agenda with the CEO
- Ensures that the legal responsibilities of the organisation are met.
- Ensures that meetings are run in accordance with the organisation' s constitution
- Facilitates Board meetings so there is effective participation and decision making at Board meetings.
- Ensures the Board conducts an annual Board review process.
- Ensures the Board is functioning well, reviewing the work of the Board and planning for the succession and orientation of Board members.
- Guiding and promoting the ongoing effectiveness and development of the Board and individual Board members.
- Provides oversight to the work of the Secretariat (as stated in the Constitution)

Vice Chairperson

In addition to the responsibilities outlined in Board Member Responsibilities, the Vice-Chairperson:

- Performs Chairperson responsibilities when the chairperson cannot be available
- Reports to the Chairperson
- Works closely with the Chairperson

- Performs other responsibilities as assigned by the Board

Treasurer

In addition to the responsibilities outlined in Board Member Responsibilities

The Treasurer is responsible for overseeing the organisation's finances and budget. The staff are responsible for keeping the accounts and preparing financial reports to the Board.

The Treasurer:

- Works with the coordinator and finance officer to provide budgets to the Board
- Ensures development and Board review of financial policies and procedures
- Ensures implementation of financial policies and procedures

The Treasurer is also responsible for overseeing that

- Adequate books of account are kept
- The budget is produced
- An audit is prepared
- The Board receives adequate financial advice.
- Monitors and manages revenue generating and expenditure
- Reviews annual profit and loss budget in conjunction with relevant staff
- Ensures that sufficient funds are available for operations
- Ensures that all appropriate documents are maintained and appropriate operational information is available to support the reported financial results

Secretariat

The Board is able to nominate one or more staff to act as the Secretariat. The Secretariat role:

- Maintains records of Board meetings and ensures effective management of BIRTH Fiji' records
- Ensures minutes are distributed to members shortly after each meeting

- Prepares and sends out notices of and agendas for meetings
- Is sufficiently familiar with legal documents (articles, by-laws etc.) to note applicability during meetings
- Maintains records of all AGMs
- Makes annual returns and files appropriate documentation with the Charitable Trusts Act as required
- Advises the Board on statutory obligations and procedures

Board Members

- support other Board members by participating actively and constructively in Board meetings
- participate in discussions and decisions of the Board
- support all decisions outside the Board meetings
- volunteer to support organisational activities as time allows
- keep in touch with the staff, other Board members and community
- contribute to strategic/operational planning processes and monitor performance
- ensure any tasks assigned are completed within designated timeframes
- take part in induction and training sessions as required
- represent the organisation at significant community events.

Role of the Chief Executive Officer (CEO)

The Board delegates day-to-day management of the organisation to the CEO. Within guidelines set by the Board, the CEO has responsibility for management of the organisation. The CEO must consult the Board with respect to matters specifically reserved to it or decisions of a strategic nature.

The CEO attends Board meetings but is not a member of the Board.

The CEO's duties are to:

- Work with the Board to build an appropriate organisational culture and promote the BIRTH Fiji values
- Formulate, recommend and implement business and financial strategies and plans to develop the organisation as it works to achieve agreed performance targets
- Be accountable for planning, coordinating and directing the operations of BIRTH Fiji as it strives to achieve the strategic, financial and operational objectives as set by the Board
- Provides prompt and full information to the Board regarding the conduct of the business of the organisation
- Management – Is responsible for the coordinating the day-to-day operations of BIRTH Fiji and the work of personnel and volunteers and for implementing courses of action. They assist the Board in managing the human, financial and physical resources of the organisation.
- Leader – Liaises with volunteers and personnel to ensure their active participation Bearer – Ensures that the Board and personnel have sufficient and up-to-date reports and information.
- Networker – Ensures that the organisation's networking linkages are maintained, enhanced and expanded.
- Complies with reasonable directions given by the Board and implements Board approved strategy and policy.

4. Board Activities

The purpose of this policy is to outline processes and expectations for the Board meeting's effectiveness.

4.1 Participation in Board meetings and confidentiality

Board members, in accordance with their individual legal obligations, should be encouraged to question, request any information, raise any issue and fully canvass all aspects of a matter before them and cast their vote according to their judgment.

Board members shall support Board decisions and keep confidential discussions, deliberations and decisions that have not been publicly disclosed.

4.2 Board Meetings

The Board holds a minimum of four meetings on an annual basis.

The meetings shall be conducted face-to-face or via teleconference or video conferencing facilities. At least one meeting must be face-to-face.

The quorum required for a Board Meeting to be held is three people.

4.3 Agenda planning

The CEO and Chairperson plan the agenda 2 weeks before each meeting in order to:

- allocate issues to be included for decision making, discussion or information only (based on the input of staff and Board members)
- ensure that the purpose for inclusion of issues is clear
- plan time allocation for different issues on the agenda, and

4.4 Structure of meetings

The following strategies will be used to ensure productive Board meetings:

The agenda will be structured to clearly identify matters that require:

- A decision through a resolution / decision of the Board
- Decisions that have been made that require ratification / approval by the Board

- Others that are for Board information only (to note)
- Items for discussion.

Time will be allocated at the beginning of each meeting for reordering and prioritising the agenda

Board meetings will regularly include time for major discussion on key or emerging issues. These topics will be planned in advance

Items for the next agenda will be identified at the end of each meeting.

The meeting is chaired by the Chairperson, or in his/her absence, the Deputy or delegate.

4.5 Decision-making in Board meetings

In order to bring clarity to the decision-making process

- all areas for decisions will be clearly indicated on the agenda, with recommendations from staff included in the papers
- as a decision is made the chair will clarify to the meeting what is the decision
- the minute taker may also request that the meeting clarify and confirm a decision, and
- a register shall be established recording all decisions made by the Board to ensure decisions are captured and available for reference.

4.6 Records of meetings

Minutes are taken at each Board meeting by a person who has been allocated this task. Once ratified, the Chairperson electronically signs the minutes and the approved version is converted to PDF format, distributed to all Board members and filed by the Secretariat.

BIRTH Fiji is required to maintain records for seven years.

4.7 Minutes approval

A draft of the minutes must be provided to the Chairperson within 2 weeks of the Board meeting. The Chairperson will then review the minutes and note any amendments that may be required. The Secretariat is to make required amendments and distribute minutes to all Board Members

The minutes must always be formally approved at the next meeting if they have not previously been formally approved by all the members of the Board.

If the minutes are amended at the next Board meeting, the amendment must be included in the subsequent minutes of the meeting.

The original minutes with the amendments noted should be retained.

4.8 Board Papers - Reporting and presentation of materials

The Board shall be provided with Board papers 5 working days prior to the meeting.

The Board papers will ordinarily include:

- Minutes of the previous Board meeting
- Minutes of sub-committee meetings
- Financial reports and other reports as appropriate
- Papers provided for discussion, including the staff report, when necessary, and
- Papers provided information, including the calendar of events.

When necessary, background papers should be provided so that the Board members can make informed decisions. Papers shall indicate whether they are being provided for resolution (decision-making), for ratification (endorse sub committee's approval) for information only or for discussion.

Minutes from the Sub committees are to be circulated with the Board papers, so as to allow Board members time to read them in advance.

Major items or issues that need discussion or decisions from the Board should be separately listed on the agenda.

4.8.1 Development and Ratification of Policy and Procedures

All policies and procedures are listed in the Policies and Procedures Register

The BIRTH Board is responsible for reviewing and ratifying BIRTH Fiji policies and ensuring organisation's policies and procedures:

- reflect the values and objectives of the organisation,
- align with the legislative and regulatory obligations, and
- support all employees and volunteers to fulfil their roles and manage their delegated responsibilities with clarity and currency of information.

4.9 Role of staff in Board meetings

The Board would normally expect staff to attend a meeting for discussion of issues in their particular area of expertise, when these have been placed on the agenda for decision or discussion. The Board does not expect staff to attend (except the CEO).

4.10 Attendance at Board Meetings

Board members are expected to attend meetings and to advise if they cannot attend.

4.11 Committees of the Board

The BIRTH Fiji Board delegates management and governance powers to its sub-committee (s).

The Role of the Sub-Committees

The Board may establish committees to assist carry out its responsibilities.

The roles of the sub-committees of the Board are to:

- Examine and monitor compliance with legal requirements, policies and procedures in a more detailed way than the Board is able to do
- Report to the Board on compliance issues

Each Sub-Committee will develop their own Terms of Reference which must be agreed on by the Board.

5. Planning and Reporting

This section provides guidance on BIRTH Fiji's planning process.

5.1 Strategic Planning

- BIRTH Fiji will produce a strategic plan every three years.
- The Strategic Plan will provide the organisation with a clear strategic direction. and inform the development of the annual operational plan.
- The implementation of the plans will be reported to the members and the general public in the Annual Report.
- The three-year Strategic Directions setting process is initiated in the year prior to the completion of the previous Strategic Direction.
- The Strategic Plan outlines the key goals and objectives of BIRTH Fiji as well as the high-level strategies to meet these objectives.
- As a key document of the organisation, the Strategic Plan is available to be distributed to all members and is to be available to the public online.
- Each year, the Board will review its Strategic Plan to determine if the strategic directions need to be modified in light of changes in the service and policy environment.
- Any revisions that need to be made to the Strategic Directions Statement will be discussed and adopted at the earliest meeting of the Board.

.2 Operational Planning

- The Operational Plan is an internal document that is designed to support the implementation of the Strategic Plan. It includes key strategies, actions, and areas of responsibility for staff members
- The Operational Plan is developed and reviewed annually. The CEO reviews the Operational Plan quarterly, to evaluate progress against targets and consider emerging priorities
- Each staff member develops their work plan using the Strategic and Operational plans as key references.

5.3 The Annual General Meeting

The purpose of an AGM is to give members a report on the organisation's activities and finances for the previous year, to allow time for members to ask questions, and to elect members to the organisation's Board.

The organisation must hold an AGM every calendar year.

5.4 The Annual Report

The Annual Report is published each year for the Annual General Meeting.

Typically, the Annual Report will include:

- a report from the Board Chairperson
- a report from the CEO
- progress report against the BIRTH Fiji Strategic Plan
- a report from the Treasurer and
- the audited financial statements.

Responsibility for producing the Annual Report and organising the Annual General Meeting resides with the CEO. The CEO will liaise with the auditors and coordinate contributions from relevant staff, and coordinate production of the report by the delegated Officer.

The Annual Report will be published on the BIRTH Fiji website.