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Responsible Person	The Board

GOVERNANCE POLICY

For the purpose of this policy:

- ‘CRSF’ means the Cambodia Rural Students Foundation.
- ‘CRST means the Cambodia Rural Students Trust.

This policy outlines the CRSF commitment to ensuring the safety and protection of all children to ensure that all children in its care are safe from harm and abuse regardless of the child’s race, religion, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status.

1. COVERAGE

Unless the context otherwise applies, this policy applies to the CRSF Board and its directors, team members, advisors and mentors, the CRST management team and leadership team, all teachers, all CRSF and CRST volunteers, guests and visitors, all CRST students and all children and young people involved in CRST activities.

2. OBJECTIVE

This policy outlines the system of governance by which CRSF is supervised to ensure that management is fulfilling CRSF’s mission and complying with legal and ethical requirements.

CRSF is a not-for-profit company limited by guarantee which provides services in international development assistance and emergency response.

3. POLICY

The governing rules for CRSF are provided by the *Australian Corporations Act 2001 (Cth)*, the *Australian Charities and Not-for-profit Commission Act 2012 (Cth)* and the CRSF Constitution.

This governance document provides further details on rules and procedures. Where there is any inconsistency between this document and the Constitution, the latter prevails.

Under the Constitution, the Board may delegate any of their powers, other than powers required by law to be dealt with by the directors as a board, to a Committee consisting of such members of the Board and other people the Board thinks fit.

4. ACCOUNTABILITY

Accountability is an important element of corporate governance. In addition to meeting the requirements under the *Corporations Act 2001 (Cth)* regulated by the Australian Securities and Investments Commission (ASIC) and under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* regulated by the Australian Charities and Not-for-Profit Commission (ACNC), CRSF must also observe all other applicable laws in Australia and in the countries in which it operates including relevant employment and health and safety laws.

5. FUNDRAISING REQUIREMENTS

CRSF must comply with the provisions of the fundraising laws which apply in each of the Australian jurisdictions.

6. AUSTRALIAN COUNCIL FOR INTERNATIONAL DEVELOPMENT (ACFID) REQUIREMENTS

CRSF is applying to become a member of ACFID. If successful, it will be bound to adhere to its Code of Conduct.

7. OTHER STAKEHOLDERS

CRSF is also accountable to other stakeholders who have a strong interest in the outcomes of the humanitarian aid and emergency relief provided by CRSF. These stakeholders include:

- Australian public (source of donations);
- Civil society partners/organisations in the countries in which we work;
- People and communities with whom we work and who receive support through humanitarian and development projects and initiatives; and
- CRSF members and volunteers.

8. BOARD OF DIRECTORS

An effective Board understands its role and responsibilities, has in place appropriate corporate governance structures, and therefore, ensures that it is well informed by management with whom it has an open and frank relationship. The Board is required to:

- to act with reasonable care and diligence
- to act honestly and fairly in the best interests of the charity and for its charitable purposes
- not to misuse their position or information they gain as a director
- to disclose conflicts of interest
- to ensure that the financial affairs of the charity are managed responsibly, and
- not to allow the charity to operate while it is insolvent.

The most important functions of the Board are to:

- Ensure compliance with relevant laws, codes of conduct and ethical standards;
- Approve and monitor performance against strategic and operational plans and budgets;
- Monitor the performance of senior management; and
- Ensure appropriate succession arrangements are in place for the Board itself.

The Board only comprises of non-executive directors.

The range of skills and experience required by the Board covers strategic planning, governance, program development and monitoring, finance and audit and fundraising functions.

Criteria for the appointment of Board Members include:

- Status and respect in the community;
- Capacity to participate in corporate decision-making at the highest level;
- A strong commitment to humanitarian work in the developing world;
- Willingness to work on a voluntary basis; and
- A sound knowledge of directors' responsibilities under the Corporations Act 2001 (Cth) and the Australian Charities and Not-for-profit Commission Act 2012 (Cth).

CRSF strives to achieve a Board which is both skills based and representative. In appointing Board members, a strong focus is placed on diversity of membership and thinking including a commitment to ensuring the safety and protection of all children to ensure that all children in its care are safe from harm and abuse regardless of the child's race, religion, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status

CRSF ensures that directors are not disqualified from managing a corporation under the *Corporations Act 2001 (Cth)* or banned from taking up a role as a director in the previous 12 months by checking the Registers of Disqualified Persons held by the ACNC and by ASIC. Where the director is not Australian based, the comparable legislative framework is used, where possible. Checks are also made to confirm that directors have not been associated with listed terrorist organisations.

In selecting members, the Board places emphasis on diversity and seeks out gender and safeguarding expertise as desirable skills and experience when recruiting new persons to the Board.

Appointments to and retirements from the Board are made in accordance with section 8 of the Constitution.

8.1 Board Tenure

Under the Constitution of CRSF:

- A person can only be admitted to membership of CRSF if the directors approve. The directors for the time being constitute the members.
- A person's membership may be terminated by the directors by written notice to the member, or terminated by the members by resolution. A person ceasing to be a member ceases to hold office as a director.
- By resolution, the directors may appoint, and may remove, any one of their number to act as chair.
- Any director/member may resign by notice to CRSF.
- The directors will, from time to time, elect from among their number a Chair, a Deputy Chair, a Secretary and a Treasurer (one director may fill more than one position). Subject to clause 84 of the CRSF Constitution, each director so elected will hold office as Chair, Deputy Chair, Secretary or Treasurer (as the case may be) for any period determined by the directors or, if no such period is determined, until the directors resolve to remove that director as Chair, Deputy Chair, Secretary or Treasurer (as the case may be). A director who is elected as Chair, Deputy Chair, Secretary or Treasurer (as the case may be) by the directors under clause 84 of the CRSF Constitution may resign as Chair, Deputy Chair, Secretary or Treasurer (as the case may be) by written notice to the Board, in which case that director will cease to hold office as Chair, Deputy Chair, Secretary or Treasurer (as the case may be) when the Board receives such notice.

- There is no maximum tenure for the terms of office of directors or the chair specified in the Constitution. However, the Board has resolved that:
- A director (other than the chair) will normally retire at the expiration of the Board meeting next following the tenth anniversary of their appointment unless otherwise requested by the directors.
- The directors will consider whether the chair should continue in office after the third anniversary of appointment and the chair will not continue in office beyond the fifth anniversary of appointment unless otherwise requested by the directors.
- A director on ceasing to be chair will resign as a director.
- The Board may vary this protocol, either generally or on a case by case basis, at its discretion at any time.

8.2 Board Conflict of Interest

An issue or a transaction involving Board members and member-related entities may occur in the ordinary course of CRSF business. A standing requirement at all Board meetings is the declaration of any actual, potential and perceived conflicts of interest, including those that have already occurred. Where any member has a material personal interest in a transaction or issue to be considered at a Board meeting, that member will not be present while the transaction or issue is being considered and will not vote upon the transaction or issue.

The Board of directors will determine whether that member's personal interest in a transaction or issue is material based on financial, reputational and legal risks. The Board of directors has the discretion to determine whether a director should be asked to resign from the Board if the transaction or issue is considered sufficiently material and ongoing to warrant this.

9. DIRECTOR INDUCTION PROCESS

A comprehensive director induction process is carried out to familiarise the new director with the organisation, its governance, and their role.

9.1 Induction

9.1.1 Welcome and Introduction

A formal welcome from the board chair and other directors, along with an initial overview of the organisation's mission, vision, and values.

9.1.2 Review of Documents

Provide the new director with key documents, including the board charter, policies, procedures, and recent meeting minutes.

9.1.3 Meet the Team

Introduce the new director to the CEO, other executive directors, and key stakeholders as required.

9.1.4 Set Expectations

Clearly outline the director's responsibilities, expectations, and the board's performance standards.

9.2 Induction Activities

9.2.1 Board Orientation

Conduct a thorough orientation of the board's structure, processes, and decision-making methods.

9.2.2 Location Orientation

Conduct an orientation of the key locations where CRSF run its operations to provide a practical understanding of the organisation.

9.2.3 Training

Offer relevant training on governance, legal requirements, and industry-specific knowledge as required.

9.2.4 Stakeholder Meetings

Facilitate meetings with key stakeholders as required.

9.2.5 Mentoring

Assign a board buddy or mentor to provide guidance and support to the new director.

9.2.6 Board Portal Training

Provide training on using the board portal or other relevant software as required.

9.3 Ongoing Support:

9.3.1 Regular Reviews

Conduct regular check-ins with the new director to assess their understanding and address any concerns.

9.3.2 Feedback and Development

Encourage feedback from the new director and provide opportunities for professional development if required.

9.3.3 Continuous Learning

Promote ongoing learning and development through industry conferences, workshops, and other resources as required.

10. RESPONSIBILITY

The policy applies to all CRSF members and volunteers, contractors and consultants, with specific responsibility held by the Board.

11. DOCUMENT PROTOCOLS FOR REPORTING SERIOUS INCIDENTS TO THE BOARD

11.1 Timeliness

Report incidents as soon as possible, ideally within 24-48 hours, to ensure timely decision-making.

11.2 Incident Overview

Provide a brief but clear summary of the incident (what happened, when, where, and who was involved).

11.3 Impact Assessment

Describe the severity of the incident, the potential consequences, and any immediate impacts on operations or reputation.

11.4 Actions Taken

Outline the steps already taken to address the incident (e.g., containment, investigation, communication to stakeholders).

11.5 Root Cause Analysis

If available, provide an initial analysis of the root cause or contributing factors, indicating if further investigation is needed.

11.6 Mitigation and Prevention

Suggest strategies or plans to mitigate the immediate impact and prevent similar incidents in the future.

11.7 Updates

Regularly update the Board on the status of the incident resolution, including any new developments, as appropriate.

11.8 Documentation

Provide all necessary documentation or evidence, such as incident reports, logs, or communication records.

11.9 Confidentiality

Ensure that sensitive information is handled appropriately, especially if the incident involves legal or compliance issues.