VACCHO

KOORIE YOUTH COUNCIL

INSTITUTE OF COMMUNITY DIRECTORS AUSTRALIA
▸Knowledge ▸Connections ▸Credentials

Your ACCO Governance Journey Guide

Practical tools and resources to support your governance journey

Different roles. Shared responsibility. One purpose.

A companion to the VACCHO, KYC and Community Directors ACCO Governance Training Program

This resource brings together short explanations, practical prompts and useful links. It is not a substitute for your organisation's rule book, policies or professional advice.

Introduction

For over 50 years, Aboriginal Community Controlled Organisations (ACCO) have championed Aboriginal and Torres Strait Islander health and wellbeing. They are places of Culture, Community and Kinship – culturally safe spaces for Mob to gather and access quality physical, emotional and mental healthcare.

The first Victorian ACCO, the Victorian Aboriginal Health Service (VAHS), opened its doors in 1973. And since then, local Communities across the state have built many more. In 1996, several ACCOs identified a need for a unified voice for their sector. A peak body to advocate for their needs, lobby for change and connect them with one another, and so the Victorian Aboriginal Community Controlled Health Organisation (VACCHO) was born.

Today, VACCHO is proud to represent 36 Members and work across a vast portfolio. Its mission remains the same: support Member organisations to deliver high-quality, culturally safe health, wellbeing and social services to Community across the state.

From Yorta Yorta and Gunai/Kurnai Country through to Wergaia and Gunditjmara Country – VACCHO's vision is for Aboriginal and Torres Strait Islander people everywhere to have equitable health access and outcomes.

Self-determination is at the heart of what VACCHO and its Members do, and strong governance is an essential part of that. Strong governance means Communities own and direct the programs and services that affect their and their families' lives.

The ACCO Governance Development Program gives VACCHO Members and Aboriginal communities the skills they need – through a tailored, culturally safe training – to confidently govern ACCOs and serve their Communities.

Thanks

The partner organisations have benefitted greatly from the wisdom and experience of the project Knowledge Holders Group. We gratefully acknowledge the experienced Aboriginal leaders who have helped shape the program so that it is adapted to the specific needs of Victorian ACCOs.

About the Partners

- VACCHO is the peak body for Aboriginal and Torres Strait Islander health and wellbeing in Victoria
- Koorie Youth Council is the dedicated representative organisation for Aboriginal and Torres Strait Islander young people living in Victoria.
- The Institute of Community Directors Australia is an independent social enterprise established by Our Community to cater to the unique governance needs of not-for-profits and social

Contents

1. Governance at a glance 4

2. Good ACCO board decisions 5

3. Good questions to ask as a director 6

4. Before each board meeting 8

5. Useful governance terms 9

6. Where decision-making authority comes from 10

7. Legal duties in everyday language 11

8. Working through difficult governance yarns 12

9. Useful tools and templates 18

10. Getting ready for your next stage - more support & resources 19

How to use this companion

Dip into the section you need. Use the checklists before meetings, return to the questions when a difficult decision arises, and follow the links when you need a template or more detailed guidance.

01 Governance at a glance

A practical definition

Governance is how an Aboriginal Community Controlled Organisation holds its purpose, Culture, people and resources in trust for Community. It is the way members, the board and management work together to make accountable decisions, protect Community control and strengthen the organisation for future generations.

The ACCO governance ecosystem

Members	Choose the board, hold it to account and decide major changes.
Board	Sets direction, makes major decisions, oversees the CEO, finance and risk, and maintains Cultural integrity through accountability to the local Aboriginal Community.
CEO and staff	Run the organisation day to day, deliver programs and report to the board.
Community	Provides continuing voice, knowledge, accountability and connection.
Shared purpose	Protect Culture and Country and support future generations through Community control. Communities own and direct the programs and services that affect their families' lives, with Culture embedded in all decision-making.

A useful reminder

- Members do not manage staff or direct operations.
- The board governs collectively and works through the CEO.
- The CEO leads management and day-to-day operations.
- Community voice should be regularly heard, not just at the AGM.

02 Good ACCO board decisions

Good governance means considering the whole picture before deciding together.

Consideration	Questions the board might ask
Community	What have we heard from Community and Members? Who else needs to be heard?
Purpose	Does this help us fulfil why our ACCO exists?
Cultural integrity	Does this respect and strengthen Cultural foundations, values and ways of working?
People	What impact will this have on Members, Community, staff and services?
Sustainability	What will this mean for finances, infrastructure, capacity and the future?
Risk	What could happen if we act? What could happen if we do not act?
Governance responsibilities	What does the rule book or constitution say? And what policies, legal duties and delegations do we have to follow?

Before a final decision

Ask: If this decision became public tomorrow, could we explain clearly how and why it was made?

03 Good questions to ask as a director

Strategy and purpose

- How does this support our purpose and strategic priorities?
- Is this the right priority now?
- Are we the right organisation to be doing this, or should it sit with someone else?
- What outcome are we trying to achieve?
- How will we know if we've succeeded- what does success look like in 12 months, or in 5 years
- How does this strengthen Self Determination and Community control?

Community integrity and community voice

- What have we heard directly from the Community?
- Whose voice may be missing? - Who are the right Elders, knowledge holders, or Community members to speak with on this?
- Does this strengthen our Cultural integrity and Community control?
- How are our community members and Elders actively engaged in how we determine our priorities for the future
- How do we check that we are making a cultural impact in line with how we do our business?

Finance and sustainability

- Can we afford this now and over time?
- What assumptions are behind the figures?
- What happens if funding does not continue?
- What is the funding source and what strings are attached?
- What other opportunities are we missing that we should be looking at to improve how we service our community?
- Are we looking at all the possible funding opportunities available to us?

Risk and accountability

- What are the major risks and how will they be managed?
- Who is accountable for implementation or if something goes wrong?
- How will the board know whether it is working?
- Are we meeting our legal, regulatory and funding obligations? What about our cyber security risks?
- How will we report back to Community on this decision?

People and capacity

- What will this require from staff and leadership?
- How well are we supporting and retaining our staff and leadership?
- How are we managing cultural/colonial load and staff wellbeing?
- Do we have the right succession planning processes in place for senior management and CEO?
- Do we have the skills and capacity to deliver it safely?
- What support or further information is needed?
- Does this create opportunities for Community members to grow and lead?

Service quality and performance

- How does this fit with the organisation's agreed quality improvement priorities?
- What were the most important findings of the last accreditation assessment? How are they being managed?
- What does this mean for my personal responsibility and duties for clinical governance?

You are not expected to know everything

A director's responsibility is not to have every answer. It is to prepare, listen, ask useful questions and make an informed decision.

04 Before each board meeting

- [ ] **Read the agenda and all papers sent to you before the meeting.**
- [ ] **Check all financial reports and the profit and loss statements, balance sheet and other information**
- [ ] **Note anything that is unclear, missing or inconsistent.**
- [ ] **Check the decisions the board is being asked to make.**
- [ ] **Think about purpose, Community, Culture, people, sustainability and risk.**
- [ ] **Think about what Community and members might want to hear back about the decision.**
- [ ] **Declare any actual, potential or perceived conflict of interest early.**
- [ ] **Ask for clarification if you do not understand a report or recommendation.**
- [ ] **Arrive ready to listen, contribute and make decisions collectively.**
- [ ] **After the meeting, respect confidentiality and support the board's decisions.**

Questions to take into the meeting

- What do I need to understand more clearly?
- What is the key decision?
- What risks or Community impacts need more attention?
- What can we tell Community about our discussions?
- What contribution can I make?
- What are the Cultural obligations and protocols that we need to consider?
- Do I need to declare a conflict of interest that is on the agenda?
- Do we have a quorum to hold the meeting?

05 Useful governance terms

Term	Plain English meaning
Agenda	The list of matters/items to be considered at a meeting.
Apology	Telling the Chair before the meeting that you can't attend.
Briefing or board paper	Information provided to help directors understand an issue and make a decision.
Chair	The person responsible for leading the meeting and supporting good decision-making.
Conflict of interest	A personal, family, professional or other interest that could affect a director's judgement, or could appear to affect it.
In camera	A confidential part of a meeting attended only by those invited to remain.
Majority	More than half of the votes cast, unless your organisation's rules require a different threshold.
Minutes	The official (legal) record of who attended, what was decided and what actions were agreed.
Motion	A formal proposal put to a meeting for discussion and decision.
Amendment	A proposed change to a motion before the motion is decided.
Resolution	A formal decision made by the board, or by members at a general meeting
Quorum	The minimum number of eligible people who must be present for a meeting to make valid decisions.
Rule book or constitution	The organisation's main governance document. It sets out purpose, membership, powers, meetings and decision-making rules.
Special resolution	A decision requiring a higher level of member approval, as set out in the law and the organisation's rules.
Delegation of authority	When the board gives someone, such as the CEO, the power to make certain decisions or take actions on its behalf, within agreed limits. The board remains responsible for overseeing how that authority is used.
Ex-officio	Someone who is a member of a board or committee because of another position they hold, rather than being separately elected or appointed. For example, a CEO might sit on a committee because of their role. Whether they can vote depends on the organisation's rules.
Risk register	A document that records the main risks facing an organisation, how serious they are, what is being done to manage them and who is responsible. It helps the board keep track of risks and check they are being managed effectively.

06 Where decision-making authority comes from

01 **The law**
The legislation under which the organisation is registered sets the legal framework and obligations.

02 **The rule book or constitution**
Sets out the organisation's purpose, membership, board powers, meetings, voting and major decisions.

03 **Policies, delegations and meeting rules**
Put the legal and constitutional framework into everyday practice.

The basic rule

Policies must fit the rule book or constitution. The rule book or constitution must fit the law.

Your rule book or constitution will usually cover

- Purpose and objects
- Members and community control
- General meetings, special meetings and AGMs
- Board roles and eligibility
- Board meetings, voting and decisions
- Conflicts and related parties
- Money, records and reporting
- Complaints and disputes
- Changing the rules
- Winding up or transferring assets

Most ACCOs in Victoria are set up under one of three Acts. The three types of legislation have different rules about things like who can be on the board, or the obligations on members. So it is important not to make assumptions about your organisation's rules based on what other ACCOs do.

07 Legal duties in everyday language

Duty	What this means in practice
Act in the organisation's best interests	Put the organisation and its purpose ahead of personal interests.
Use powers for proper purposes	Use authority only for the reasons it was given.
Retain discretion	Make your own informed judgement rather than simply following another person.
Manage conflicts of interest	Declare interests early and follow the agreed process.
Do not misuse position or information	Do not use your role or confidential information to benefit yourself or someone else.
Treat confidential information properly	Know what can be shared, what cannot be shared and who is authorised to speak.
Be transparent about related-party dealings	Make director's/your relationships and benefits clear/known so decisions remain fair and accountable.
Exercise care, skill and diligence	Prepare, attend, read the papers, ask questions and follow up concerns.
Protect financial health	Understand the organisation's financial position and do not allow it to trade while insolvent.

When the issue is serious or unclear

Seek advice early. Depending on the issue, this may include the Chair, CEO, governance adviser, regulator, auditor, accountant or lawyer.

08 Working through difficult governance yarns

Difficult governance conversations are common. They may come up in a board meeting, on socials, on the phone, at a community event or during a conversation with family. In a Community-controlled organisation, the same people are often members, relatives, staff, clients, Elders or Community leaders, so the way a director responds will affect relationships as well as trust in the organisation.

You can help build Community's understanding of governance, by explaining it in a way that works for your members. Helping people to understand how your organisation is mixing law and Lore to keep the organisation strong will build trust.

The examples below are intended to help you to be respectful, honest and Culturally strong, at the same time as you meet your director's obligations to protect confidentiality, ensure good process and take collective responsibility as a board member. The examples are not meant to be memorised or repeated word for word. They are a practical starting point. You should change what you say to fit your own voice, relationships and Cultural context.

Section 1: Talking to Community members about Board discussions and decisions

Talking about a board decision you did not agree with

You do not need to pretend that everyone held the same view. You do need to present a unified board view and to protect confidential discussions. You shouldn't share how individual board members voted, including yourself.

- "There were a few different views around the table, which is healthy. We talked it through and the board made a decision which we can all support."
- "It wasn't an easy decision, but we worked through it carefully and made the decision we believed was best for the organisation and for the Community in the long term. I stand with the board because we need to be strong and come together as one for Community"
- "I know this outcome won't sit right with everyone and that's ok to feel. The board looked at the whole picture, heard everyone's voices and looked at the long-term impact for Community, and came to this decision together."

When a Member or Community member is unhappy with a board decision

The board will have agreed what can be publicly said about a decision. You may be able to share with Community members some of the expertise the board used when they made the decision. You can remind people about the ways they can raise their concerns including meetings of the organisation.

- "I understand that not everyone will agree with the outcome. The board had to consider the whole picture and make a collective decision."
- "You're a Member of this organisation. We as the board don't own it. You voted us on here to make the best decisions for everyone."
- "Change takes time. We can't get everything we want overnight."
- "I'm not the board, I'm an individual on the board. You can raise your issues through the feedback policy so we can yarn about it as a collective at the next board meeting."
- "Our AGMs and Members meetings are spaces to openly share your feedback if you don't want to follow a formal feedback process. Concerns raised there are taken on by the board."

Responding to requests for confidential information

As a member of your Community, trusted to be elected to the board, you have Cultural obligations to be accountable and open with your Community. As a director, you have obligations to protect information that the board has agreed can't be shared. You can acknowledge Community members' legitimate interests and concerns without sharing confidential information outside the boardroom.

It's a good idea for the board to discuss and agree what can be said publicly about its decisions.

- "I understand why you are asking, but I can't share confidential board discussions."
- "I can't talk about individual views or what people said in the meeting. You know how small Community is!"
- "The matter is still being considered by the Board. So, to talk about it now could give Community the wrong information."
- "We're still yarning through it. When we've made a decision, we'll let Community/Members know."
- "Have you looked at [social media]?"

Responding when a community member asks you to fix something directly

A director should listen and help someone find the right way to raise issues, without promising an outcome or taking over an operational matter. Don't make promises you can't deliver.

- "Have you had a chance to raise this with the staff member or manager responsible?"
- "We don't look after day-to-day operations, we look after governance and strategy. So:
  - (verbal) you'll have to follow the formal feedback process with the CEO or manager
  - (written) we've forwarded your feedback on to the CEO/manager
- "I'll give them a heads up, but I can't make any promises about the outcome."
- "If the normal process has not worked for you, it's best to look at the complaints or escalation process. I can help you find that."
- Can you give me the date and time you raised the issue, or forward your email on to me and I'll follow it up:
  - We couldn't find your complaint so you'll need to follow x process to get it tabled OR
  - Sorry there was some oversight but we'll make it a priority

Maintaining the boundary between board and management

Board members can raise ideas and concerns, but individual directors should not direct staff or take over operational decisions.

- "That's a good point. Rather than speaking directly to staff, I'll raise it with the Chair or CEO so it can be handled through the right process."
- "I am happy to pass the idea on, but it is for management to decide whether and how it should be explored."
- "Before we talk any more, can we clarify whether this is a board decision or an operational matter for the CEO?"
- "I do not want to cut across the CEO's role. Let's make sure this goes through the right channel."
- "My role is to raise the governance concern, not to tell staff how to fix it."

Section 2: Challenging conversations among the Board

Respectfully disagreeing or asking the board to slow down

Good governance does not mean delaying every difficult decision. It does mean making sure directors have enough time and information to decide responsibly, without unreasonably delaying decisions that are genuinely time critical.

If after discussion you still disagree with a board decision, you can ask for your concerns and disagreement to be included in the minutes.

- “We know this is a priority but there’s more to this and we carry this risk as a board. What would happen if we don’t make a decision today?”
- “I’m open to this and want to make sure we get the most out of it, so let’s do this proper ways.”
- “We’ve heard the importance of this and of course want to meet Community needs, but I don’t feel I have all the info I need to make an informed decision.”
- “I hear the importance to act fast to meet Community need, but I need more information to make the best decision”
- “Can we bring in an independent person/expert to walk us through this and give us the information we need to make a decision?”
- “No doesn’t mean a hard no, it just means not right now.”
- “Can it be noted in the minutes that I was a ‘no’ in this decision, and my name put against it.”

Asking a difficult or basic question

Directors are not expected to know everything. Asking for clarity is part of you exercising care and diligence as a director.

- “I may have missed something. Could you explain that again in plain language?”
- “Sorry we might have already gone over it, but can you explain this again?
- “What information supports this recommendation?”
- “What are the main financial, Community and Cultural implications of this decision?”
- “I am not comfortable voting on this until I understand it more clearly. What further information can we get?”
- “Could you explain what this figure means in practice for the organisation?”
- “Can you give me an example of what this would look like?”

After a robust conversation

- “Although we didn’t all agree, at least it was respectful.”

Challenging the Chair or a more senior board member respectfully

Respect does not require silence. All directors are responsible for making their own informed judgements.

- “Respectfully, I disagree.”
- “I respect that you’re my Aunty/Elder in Community, but in this instance, this isn’t personal, it’s professional.”
- “I really respect the experience around the table, but I still need to understand the risks before I can make a decision.”
- “We’re here for a collective outcome and we’ve all been voted onto the board.”
- “I may reach a different view, but I want to have a respectful discussion and explain my reasons.”

- “That example you gave was from xx years ago, we’re in a new playing field now.”
- “Things have changed in the last 12 months, so we have to move too.”
- “Chair, can we think about that again.”
- “Ok, can you walk us through what you want/give us an example.”
- “Let’s take five to think of a few ideas, and come back and share.”
- “I know we’re all Mob but we need to have a proper discussion.”
- “Everyone at the table deserves to be heard, do you want to say something?”
- “I don’t think we have heard from everyone yet and it would be great to hear some other views”
- “Can someone check what the constitution/rule book/ policies/ say?”
- “Can we have a copy of the relevant policies in the papers?”

Declaring a conflict of interest

Everyone at an ACCO has connections that need to be managed. Make sure you have read your organisation’s Conflict of Interest policy and register.

If you have any doubt, put the issue on your Chair’s radar early. Do not decide for yourself that the conflict is unimportant or that you can manage it privately. Give the board enough information to decide what should happen.

- “Before we start talking about this, I need to let the board know that my family is involved with the organisation we are discussing.”
- “I have not been involved in developing the proposal, but I can see that my family connection may create a conflict.”
- “I think there could be a conflict here and I’d like the board to decide how I should be involved in this discussion.”
- “I am happy to answer any factual questions the board has and then step out while the matter is discussed and decided.”
- “I want to be open about the connection so the board can do things properly and protect the Community’s trust in the decision.”

Raising another board member’s potential conflict of interest

If an agenda item will raise a real or potential conflict of interest for another board member, you can give the Chair a heads up before the meeting. You could also raise it during the conflict of interest declaration part of the meeting.

- “Through the Chair, I’m uncomfortable with x being here for this discussion. I would prefer that you stepped out for this item. But I’m happy to hear what other board members think.”
- “Our Conflict of Interest policy says ….. It’s important that we follow it to make decisions the right way.”

Raising a concern at board level without treating rumours as fact

Community feedback is important, but the board should not jump to conclusions or begin investigating staff matters informally.

- "Some people in Community have raised concerns with me recently. I don't know whether they're one off so I don't want to jump to conclusions. But I want to understand a bit better."
- "Could we ask the CEO to bring back a report so we can get a clearer picture?"
- "I'm raising this as something the board may need to keep an eye on to make sure it's fit for purpose."
- "What is the right way for concerns like this to be raised and looked into?"
- "I want to make sure we listen to what people are telling us without jumping to conclusions or getting into operations."
- "Can you tell us how x is going? (wait times/turnover)

Admitting a mistake or breach

Taking responsibility early can help the board respond fairly and protect trust. If you can, let the Chair know in advance that you have to raise an issue at the meeting.

- "I need to let the board know that I accidentally let something slip that I shouldn't have shared and I think we need to discuss how to handle this."
- "I understand that this may have hurt the organisation or caused confusion in Community. I take responsibility for my part in that."
- "I want to share what happened when I did xx... so the board can decide what to do."
- "I am prepared to follow whatever steps the board decides even if that means stepping off the board."
- "Moving forward, can we have more support/training about x so that we can be clearer about our responsibilities."

09 Useful tools and templates

VACCHO member resources available on the Member Portal

VACCHO Member organisations have access to governance resources through VACCHO's Member Portal. The portal includes ACCO-specific policy and procedure templates, communities of practice, funding alerts, workshops and Member support. Speak to your ACCO to find out how you can access it.

Board meeting agenda	Helps the board separate formalities, matters for decision, matters for discussion and matters for noting.
Board paper template	Clarifies the purpose, recommendation, background, options, risks, financial implications and decision required.
Conflict of interest declaration form	Records the nature of a director's interest and when it was declared.
Conflict of interest register	Maintains an ongoing record of declared interests and how they were managed.
Code of conduct	Sets expectations for behaviour, confidentiality, respectful disagreement and accountability.
Governance calendar	Maps recurring responsibilities such as budgets, audits, AGM preparation, strategy review and CEO performance.
Risk register	Records major risks, controls, accountability and review dates.
Board skills matrix	Helps identify current strengths, gaps and succession needs.
Board induction checklist	Supports new directors to understand the organisation, responsibilities, finances, culture and key relationships.
Board self-assessment	Supports regular reflection on board performance, culture and development needs.

10 Further support and resources

Institute of Community Directors Australia

Governance help sheets, policy templates, board tools, training and practical guidance for not-for-profit organisations.

https://www.communitydirectors.com.au

Consumer Affairs Victoria

Guidance for organisations established as Incorporated associations or as Co-operatives, including fact sheets, information about registration and reporting, and fees and forms.

https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations

Office of the Registrar of Indigenous Corporations (ORIC)

Guidance for corporations registered under the CATSI Act, including rule books, director duties, meetings and reporting.

https://www.oric.gov.au

Australian Charities and Not-for-profits Commission (ACNC)

Guidance for registered charities on governance standards, reporting and compliance.

https://www.acnc.gov.au

Australian Securities and Investments Commission (ASIC)

Information for companies, including companies limited by guarantee and director responsibilities.

https://www.asic.gov.au

Your organisation's own advisers

Your CEO, Chair, auditor, accountant, lawyer and governance advisers can help interpret requirements in your organisation's context.

A final reminder

Good governance is not about knowing everything. It is about staying connected to purpose and community, asking good questions, making careful decisions and carrying responsibility together.

VACCHO

KOORIE YOUTH COUNCIL

INSTITUTE OF COMMUNITY DIRECTORS AUSTRALIA
Knowledge Connections Credentials

an enterprise of:
ourcommunity.com.au
Where not-for-profits go for help