

**TWEED KENYAN MENTORING PROGRAM**  
**CORPORATE GOVERNANCE**

Version 1

Adopted at the Annual General Meeting 9 October 2018



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## DEFINITIONS and ACCRONYMS

- a) TKMP: Tweed Kenyan Mentoring Program
- b) TSC: Tweed Shire Council
- c) IRF: International RiverFoundation
- d) ACFID: Australian Council for International Aid and Development
- e) REO: Register of Environmental Organisations
- f) DGR: Deductable Gift Recipient

## 1. INTRODUCTION

### 1.1. NAME

The name of the program is ***Tweed Kenyan Mentoring Program (TKMP)***.

### 1.2. BACKGROUND

The Tweed Kenya Mentoring Program (TKMP) has been in operation since September 2005. The program has evolved over the years as Tweed and Kenyan participants respond to changing circumstances, lessons learnt and experience gained. TKMP has established an effective model of cooperative community development at the grass roots level, based on the strength of personal relationships across two continents. The program uses the strength and mutual understanding of those relationships to deliver outcomes in safe water access for Kenyan communities. The Tweed community has gained insights into a vastly different culture, and an enhanced appreciation of the need to value and protect its lifestyle and natural assets.

### 1.3. TKMP VISION

To increase access to safe water and sanitation, improving community and environmental health for Kenyan families, and strengthening bonds of friendship with the Tweed community.

### 1.4. OPERATIONAL PLAN

Every four years or from time to time as required, TKMP will develop and prepare a 2 year operational plan to guide and describe ongoing implementation of the program.

## 2. MEMBERSHIP

### 2.1. FUNDING MEMBERS

A Funding Member is a company, organisation, government body or individual that provides a financial or in-kind contribution to the Tweed Kenyan Mentoring Program within the previous or current financial year.

## 3. MEETING STRUCTURES

### 3.1. STEERING COMMITTEE

#### 3.1.1. ROLE

- a) Set the direction for the projects and programs.
- b) Select and oversee the development and implementation of individual projects.
- c) Endorse expenditure of Program and other Grant Funds.
- d) Produce Quarterly progress reports on program and or project outcomes.
- e) Present an annual financial report.

#### 3.1.2. STEERING COMMITTEE MEMBERSHIP

The Steering Committee will consist of up to 14 interested Funding Members and volunteers from Tweed Shire Council staff, who express an interest in contributing to the oversight and implementation of TKMP. The IRF will have one position on the Steering Committee. Membership of the committee is for a 1 year term.

#### 3.1.3. CHAIRING OF STEERING COMMITTEE MEETINGS

The Steering Committee Chair will be elected at the Annual General Meeting.

- a) The term of the Chair will be for one year. A Chair may be nominated for additional and subsequent terms.
- b) The Chair will generally preside as Chair for all Steering Committee and other general meetings. If absent, the chair may request another steering committee member to arrange and chair the meeting.
- c) The Chair shall be responsible for the accurate recording of meeting minutes.

#### 3.1.4. QUORUM

A quorum consists of at least four (4) Steering Committee members in attendance.

### 3.2. ANNUAL GENERAL MEETING

TKMP annual general meeting will be held no later than 31 October of each year, and will be open to all funding members and volunteers from the Tweed Shire Council to attend.

### 3.3. PURPOSE

The purpose of the annual general meeting is for:

The Chair to present an Annual report which details project status and financial statement.

All steering committee members and funding members to provide feedback and or comment into/on the identification and prioritisation of future projects, and program opportunities.

- a) An evaluation of progress relative to objectives of the program as detailed in the relevant operational plan.
- b) Election of Steering Committee members and the Chair of the Steering Committee.
- c) Other general business.

### **3.4. CALLING OF THE ANNUAL GENERAL MEETING**

The Steering Committee Chair will call for the date and time of the annual general meeting at a Steering Committee Meeting no later than July for the Annual General Meeting to occur no later than 31 October.

### **3.5. NOTIFICATION OF ANNUAL GENERAL MEETING**

A person nominated by the Steering Committee Chair will provide notification by email of the annual general meeting, including the date, location, time and details, to all funding members, and key stakeholders at least four weeks prior to the meeting date.

### **3.6. OTHER MEETINGS**

The Steering Committee holds meetings on a monthly basis or as required, to:

- a) Receive, evaluate and, after due provision of feedback and receipt of additional required information, approve quarterly reports.
- b) To identify project, program or grant funding opportunities and to meet funding timelines.
- c) Plan and implement any other project or task necessary to permit the effective function of TKMP.
- d) Review and endorse the funding of the program.

## **4. FUND FINANCIAL MANAGEMENT**

The TKMP is administered by the International River Foundation (IRF)

### **4.1. SCOPE**

This applies to all funds held by the International River Foundation in the designated TKMP Fund Account with the following ABN: 47 104 346 590

### **4.2. EXPENDITURE**

- a) The TSC General Manager or delegate approves all expenditure for the TKMP with the exception of bank fees and statutory charges.
- b) The TKMP monies cannot be used for expenses other than those approved in writing, including email, by the TSC General Manager or delegate.
- c) Invoices for approved expenditure are sent to the IRF finance department and are approved by the CEO and a second IRF signatory.
- d) Funds are to be paid in a timely and efficient manner.

### **4.3. INCOME**

- a) The IRF is responsible for the management of income to the TKMP Fund.
- b) The IRF is the designated entity to manage funds from donors, grants and sponsorships.
- c) The TKMP Fund is placed in a low cost, interest bearing account with an Australian Government approved deposit taking institution with all funds guaranteed.

### **4.4. TAXATION**

- a) The IRF holds Deductible Gift Recipient (DGR) status and is classed as a charity under the Register of Environmental Organisations (REO). IRF issues DGR receipts to donors for tax purposes and complies with the legislative requirements of running a charity.

## 4.4.1. RECORDS MANAGEMENT

- a) All documentation associated with the TKMP Fund will be maintained within the IRF's accounts department and audited annually by their nominated financial auditor.
- b) Receipts for all transactions will be retained within IRF's accounts department.

## 4.4.2. AUDIT

Independent auditors will carry out audits from time to time. The IRF auditor is appointed by the board of the IRF on an annual basis.

## 5. INVESTMENT

- a) Investment in the TKMP Fund may be by way of direct contributions, grants, donations, specific project contributions, offset provisions or any other acceptable means to be determined by the Steering Committee.
- b) A Funding Member may elect to contribute funds for the delivery of a specific project only. This may be a specific program identified in the Operational Plan or a new project.
- c) A Funding Member may elect to co-invest in a specific project with other existing or new Funding Members.
- d) Where a Funding Member contributes funds for a specific project, the IRF Public Fund Management Committee on the recommendation of the Steering Committee reserves the right to accept or reject the project proposal and associated funds and decline to accept the funds before they are deposited in the IRF Public Fund account. The Public Fund Management Committee's decision will be based on the appropriateness of the nominated project to contribute towards the overall intent of the Operational Plan.
- e) COMMENT: As a "charity" that accepts "donations" the IRF needs to comply with ATO and REO definitions of these terms. A donation is considered to be a gift that has no strings attached and the "charity" that receives the donation has the final say in what happens to the donation. It is accepted practice that a donor may request the donation be paid to a specific recipient (think World Vision specific child sponsorship) or project (TKMP) but there can be no iron-clad guarantee. The IRF has a requirement to request all funds released from the Public Fund Donation account be approved by the Public Fund Management Committee. So in 5 above it may be worth tempering the authority of the Steering Committee with the decision-making authority of the Public Fund Committee.

## 6. REPORTING

- a) The Steering Committee will, through the Kenyan Desk, prepare a Quarterly Report which will be presented to the committee and published to the TSC web site.
- b) The Steering Committee will, through the Kenyan Desk, prepare Quarterly financial operational statements which are used for internal purposes only.
- c) The Steering Committee will prepare as required project budgets and track performance against these on a regular basis.

## 7. INDEMNITY AND INSURANCE

Council staff will be covered by Councils insurance when undertaking work on Council Time. When Staff undertake volunteer work in Kenya separate insurance coverage will need to be taken out by the individual for the period of travel.

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## 8. WINDING UP

If, on the winding up or dissolution of TKMP, any funds remaining will be returned (where possible) to funding members and investors as appropriate. Any funds not returnable to funding members will be distributed to TKMP partners such as IRF and Kenya Health.

## 9. Australian Council for International Aid and Development (ACFID)

The TKMP works to support IRF in its obligations as an ACFID Code of Conduct signatory. TKMP supports transparency and accountability for international development programs and will advise the IRF if they believe there is a need to review a practice in relation to these obligations.









# TWEED

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