



## **Board Policy**

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*International Justice Mission Australia*

### **1 INTRODUCTION**

This Board Charter sets out the corporate governance policy of IJM Australia and defines the roles, responsibilities, protocols and authorities of the Board of Directors, both individually and collectively.

### **2 SCOPE**

IJM Australia is a not-for-profit organisation, a registered charity, and is a public company limited by guarantee that operates under a constitution. This Board Policy supports the IJM Australia Ltd constitution (Constitution) and in the event of inconsistency, the Constitution takes precedence.

### **3 GOALS AND OBJECTIVES**

IJM Australia's objects are set out in Rule 4 of the Constitution. IJM Australia's mission is to protect the poor from violence by rescuing victims, bringing the criminals to justice, restoring survivors to safety and strength, and helping local law enforcement build a safe future that lasts. Its vision is to rescue millions, protect half a billion and make justice for the poor unstoppable. IJM Australia is guided, in all that it does, by its operational values of Christian, Professional and Bridge Builder as set out in Appendix C.

### **4 GOVERNANCE STRUCTURE AND PROCESS**

The Board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, and proactivity rather than reactivity.

In this spirit, the Board will:

- Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, participation, respect of clarified roles, appropriate external unity, confidentiality and self-policing of any tendency to stray from governance adopted in Board policies.

- Be accountable to the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment.
- Monitor and regularly discuss the Board's own process and performance. Ensure the continuity of its governance capability by retraining and redevelopment.
- Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the staff, will be responsible for Board performance.

## **A. BOARD ACCOUNTABILITY**

The Board is accountable to IJM Australia's members and other stakeholders for protecting and enhancing the overall interests of IJM Australia. These other stakeholders include those who have invested their time, prayer or resources in the ministry, the body of Christ as represented by those who embrace the vision of IJM, and the Lord Jesus Christ.

## **B. THE ROLE OF THE BOARD**

Ultimate responsibility for the governance of IJM Australia rests with the Board. It is responsible for the oversight of the organisation, including input into, and approval of, policies and practices, strategy, management and operation of IJM Australia. The Board has delegated the responsibility of management, operation and administration to the Chief Executive, with whom it has open access to discuss current and future business issues, risks and strategies. The Board oversees the activities of the Chief Executive to ensure these delegated duties are carried out as directed.

The key functions and responsibilities of the Board include:

- providing leadership to IJM Australia by ensuring the vision, mission and values of IJM Australia are protected and promulgated;
- overseeing the development and approval of policies and standards;
- selecting, appointing, managing, evaluating and removing the Chief Executive (CE);
- approving the remuneration of the Chief Executive, and executives who report directly to the Chief Executive, and ensuring a succession plan is in place for these positions;
- delegating authority to the Chief Executive, other staff and committees to ensure the effective day-to-day management of the business;

- working with the Chief Executive to develop, approve and implement corporate strategy in accordance with the vision, mission and values of IJM Australia;
- approving and monitoring the annual budget, financial reporting and financial performance;
- approving and monitoring major capital expenditure, investments, loans and grants;
- input into, and review of, performance objectives and monitoring senior staff performance;
- ensuring robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively; and
- reviewing and monitoring control and accountability systems.

### **C. POLICY FRAMEWORK**

An important role of the Board is to provide input into and approve a set of policies by which IJM Australia must operate. The key policy topics that require Board approval include the following:

- Delegation of Authority Policy
- Board Policy
- Membership Policy
- Volunteer Policy
- Child Protection Policy
- Anti-Bribery and Corruption Policy
- Human Resources Policy (incorporating recruitment, anti-discrimination and anti-harassment)
- Finance Policy
- Conflict of Interest Policy
- Human Rights Policy
- Privacy Policy
- Reimbursement of Director's Expenses Policy
- Travel & Expenditure Policy
- Whistle Blowing Policy

The Board shall review these policies not less frequently than tri-annually.

### **D. CHAIR'S ROLE.**

The job “product” of the Chair is, primarily, the integrity and effectiveness of the Board’s process. The Chair “manages the Board.” The Chair is the only director authorized to speak for the Board, other than in such instances as the Board or Chair shall specifically authorize.

The Chair ensures that the Board behaves consistently with its own rules

and those legitimately imposed upon it from outside the organisation. The Board shall concern itself only with those matters and issues that relate to its responsibilities, and the Chair shall seek to assure that meeting discussion is limited to such matters.

The Chair is authorized to apply and interpret Board policy and represents the Board in doing so. The Chair is authorized to make such decisions on behalf of the Board within and consistent with a reasonable interpretation of Board policies. This authorization does not however extend to issues affecting staff employment, significant expenditure, including expenditure requiring board consent as set out in the Delegation of Authority Policy, grievances or complaints, or matters which may carry reputational risk. Authorization, within these limits, is to be carried out in the context of the Chair's dynamic relationship with the Chief Executive; although the Chair does not individually supervise or direct the Chief Executive, he or she is expected to maintain close communication, offer advice, and provide encouragement to the Chief Executive and staff on behalf of the Board.

#### **E. STANDING COMMITTEE PRINCIPLES.**

Committees help make the Board more effective and efficient. The Board assigns tasks to Committees and they report to the Board. They shall minimally interfere with the wholeness of the Board's job and seek never to interfere with delegation from Board to Chief Executive.

Board committees may not speak or act for the Board except when formally given such authority. They are not created by the Board to advise or exercise authority over staff. Because the Chief Executive works for the full Board, he/she will not be required to obtain approval of a Board committee before an executive action except as may be specified by action of the full Board.

These policy guidelines apply to committees that are appointed by the Board to help the Board do its work. They do not apply to task forces or advisory groups created by the Chief Executive.

Meetings of any Committee may be called by the Chair of the Committee or the Chair of the Board. A majority of the members of any Committee (not less than two) shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the members of the Committee present at meeting at which a quorum is present shall be the act of the Committee. The minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Corporations Act to be made, entered and signed. All actions by the Committee shall be reported to the Board at the meeting next succeeding such action. Committee agenda shall be developed by the respective chairs

with the Chief Executive or his/her designee in coordination with the Board Chair.

## **F. NOMINATIONS COMMITTEE.**

The Nominations Committee shall have principal responsibility for evaluating and nominating new board members and IJM Australia members. These responsibilities include:

- i) The evaluation and nomination of new Board members (The Nominations Committee shall maintain a roster of potential candidates for Board membership consistent with the qualifications, talents, and expertise required, and shall undertake due diligence in selecting suitable candidates.) Appendix A lists some qualities for Board members; and
- ii) Calling for nominations and evaluating new IJM Australia members according to the Membership Policy.

Other committees may be established as required.

## **G. DELEGATION TO THE CHIEF EXECUTIVE.**

While the Board role is generally confined to establishing the broadest policies, implementation and subsidiary policy development is delegated to the Chief Executive.

All Board authority delegated to staff is delegated through the Chief Executive, so that all authority and accountability of staff is considered to be the authority and accountability of the Chief Executive.

The Board will work with the Chief Executive to establish plans, goals and outcomes against which the Chief Executive's performance will be measured. The Delegation of Authority policy, included in Appendix D, constrains the Chief Executive to act within acceptable boundaries of prudence and ethics. The Chief Executive is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are consistent with a reasonable interpretation of the Board's policies.

### **Chief Executive Job Description.**

The Chief Executive serves the Board as the single official link to the operations of the organisation, and is responsible for the fulfillment of the mission. The board will provide the Chief Executive with a detailed job description outlining all expected outcomes.

### **Chief Executive Evaluation.**

The Board will provide an annual appraisal of the Chief Executive, and regularly monitor organisational compliance with Board policies. The

annual appraisal will assess 1) the Chief Executive's performance with respect to the organisational accomplishments of annual and long-term goals, and the overall consistency with mission, goals and objectives as established through Board policy; and 2) the Chief Executive's leadership effectiveness, including such areas as character, working relationships, and time and task management.

## **5 BOARD STRUCTURE**

The number of directors, their appointment/election and term is described in the IJM Australia Constitution.

### **A. FUNDAMENTAL QUALITIES**

IJM Australia Board of Directors must be committed in their Christian faith, passionate about God's heart and work for the poor and oppressed, and demonstrate a commitment and loyalty to IJM's mission, goal and objectives. The "desirable qualities" sought in each Board Member is included in Appendix A.

### **B. BOARD INDUCTION**

On appointment to the Board of IJM Australia, incoming directors are receive induction as follows. Within three months of appointment, they are to receive a summary of the Australian Institute of Company Directors *Company Directors Course*, a full set of all IJM Australia policies, IJM Australia's Constitution and a copy of IJM Australia's Annual Report for the year most recently finalised. Within six months of appointment as a Board member, incoming directors are to receive induction at the office of IJM Australia, including induction on the culture of IJM Australia.

### **C. BOARD SKILLS AND DIVERSITY**

All Directors should bring specific skills and experience that add value to IJM Australia. The Nominations Committee regularly reviews the diversity of skills, experience, qualifications, gender, age, geographic representation, relationships and personal attributes on the Board to ensure an appropriate balance is maintained to increase the Board's effectiveness.

### **D. AFFIRMATION OF SERVICE.**

Each Board Member shall, at the time of his or her initial for appointment to office and annually thereafter in connection with the Annual Meeting of the Board in or around November of each year, subscribe the "Annual Affirmation of Service" for the Board. The current form of Annual Affirmation of Service is included as Appendix B.

### **E. DIRECTOR FINANCES.**

Each Board Member is expected to be a donor of record to IJM – either to the

U.S. legal entity or to a Partner Office – each year in such amount as may be appropriate in light of his or her means and obligations. Each Board Member is also expected to give such other support as he or she is able to contribute to the financial strength of IJM. IJM Australia will reimburse Board Members for travel and other out-of-pocket costs incurred in attending meetings of the Board or Board Committees. IJM Australia will also reimburse Directors' expenses incurred in official business on behalf of the organisation, including orientation visits to its field offices.

#### **F. BOARD MEMBERS' CODE OF CONDUCT.**

The Board expects of itself and of each member ethical and businesslike conduct. Board members must be loyal to the interests of the entire organisation, without conflict in accordance with the Conflict of Interest Policy. Board members are expected to:

- act with reasonable care and diligence;
- act honestly in the best interests of IJM Australia and for its charitable purposes;
- not misuse their position as a responsible person;
- not misuse information they gain in their role as a responsible person;
- disclose conflicts of interest;
- ensure that the financial affairs of IJM Australia are managed responsibly;
- not allow IJM Australia to operate while it is insolvent; and
- to comply with all other duties of company directors under Australian law.

## **6 BOARD MEETINGS**

### **A. MEETING FREQUENCY AND CONDUCT**

The conduct and frequency of board meetings is described in the IJM Australia constitution.

### **B. AGENDA AND BOARD PAPERS**

A detailed agenda together with Board papers must be circulated to Board members at least five days prior to each meeting. Board members should prepare thoroughly for Board meetings to be able to provide appropriate and constructive input on matters for discussion. No papers requiring decision can be tabled at the Board meeting, except with the unanimous approval of the Board.

### **C. MINUTES**

Draft minutes should be prepared by the Secretary and sent to Directors within two weeks of Board meetings.

### **D. ELECTRONIC ACCESS TO DOCUMENTS**

Access to Board and committee papers, charters, policies, the business plan and other governance documentation is provided electronically through a Board portal which is administered by the Chief Executive. Directors have

access to the Board portal via a secure login and password.



## **APPENDIX A**

### **International Justice Mission Board of Directors Desirable Qualities**

The following are "desirable qualities" which are valued in each Board Member and which would be considered as an enhancement of a Board candidate's attractiveness if possessed:

- Spirituality that incorporates biblical justice
- Prayerful intercession for the victims of injustice
- Involvement in ministry among the afflicted
- Concern for a specific injustice issue or country
- Willingness to serve IJM in ministry
- Respectful of divergent opinions; managing conflict biblically
- Is gifted with abilities to articulate views well, exhibiting wisdom, intelligence and humility in ministry work
- Willing to take risks, act in faith in response to God's vision
- Cultural sensitivity
- Would make an effective and favorable impression as IJM representative and spokesperson.
- Stature that lends credibility or significant leadership potential

## APPENDIX B

### **International Justice Mission Board of Directors Directors Annual Affirmation of Service**

1. I undertake to ensure that IJM Australia adheres to the objects set out in Rule 4 of our constitution.
2. I am fully supportive of IJM's mission, its purpose, goals and leadership, recognising IJM's "Statement of Biblical Foundations" as the basis for this work.
3. I am committed to IJM Australia's operational values, including its Christian values, as attached.
4. I understand that board membership currently requires attendance at board meetings every one to two months in person or by conference call, time for proper preparation for meetings and work in between board meetings. I undertake to give that time during the 12 months ahead, and I expect to attend all board and committee meetings unless I give the respective chair advance notice of my need to be absent for good cause.
5. I also understand that board membership requires attendance at IJM Australia's annual Australian Prayer Gathering ("APG"). I undertake to attend the APG during the 12 months ahead, unless there are exceptional circumstances that prevent me from attending.
6. I intend to contribute financially to the work of IJM Australia during the year and will help open doors to friends who may be interested in contributing to our ministry, financially or otherwise.
7. I undertake to comply with any policies relevant to Board members including, but not limited to, the Board Policy, Conflict of Interest Policy and Child Protection Policy.
8. I am not charged with a criminal offence of any nature in this jurisdiction and know of no legal impediment to me serving on the IJM Australia Board. If I am charged with a criminal offence of any nature during the year, I will inform the Board immediately.
9. If anything should occur during the year that would not allow me to keep these intentions of being a positive contributor to our board, I will take the initiative to talk to the Board about a voluntary resignation to allow another to serve who is able to be fully involved.
10. I affirm the Apostle's Creed:

"I believe in God the Father Almighty, Maker of heaven and earth, and in Jesus Christ his only Son our Lord; who was conceived by the Holy Ghost, born of the virgin Mary, suffered under Pontius Pilate, was crucified, dead and buried; he descended into hell; the third day he rose again from the dead; he ascended into heaven, and sitteth on the right hand of God the Father

Almighty; from whence he shall come to judge the quick and the dead. I believe in the Holy Ghost, the holy catholic church, the communion of saints, the forgiveness of sins, the resurrection of the body and the life everlasting.”  
Amen

Signed:

Dated:

## APPENDIX C

### IJM AUSTRALIA OPERATIONAL VALUES

The values that guide all we do are the following:

#### **a. IJM is Christian**

1. We are *inspired by Jesus Christ*, and aspire to live our lives and perform our work with grateful hearts, humble hearts and servant hearts.
2. We are *submitted to the Father*, and seek ever-deepening knowledge of the Father, trusting love for the Father, and to be faithful stewards of the gifts He has entrusted to us.
3. We are *dependent upon the Holy Spirit*, and we choose to be desperately and joyfully prayerful, seeking wisdom and peace through prayer.
4. We are *incarnational* and in our engagement with the world we suffer with those who suffer.
5. We are *directed by the Scriptures*; we desire to be trained in the Word of God, corrected by the Word of God, and sustained by the Word of God.
6. We are *in community with the Body of Christ*; we seek to be in communion both locally and globally, worshipping and serving the one true God in humble and respectful fellowship with all those who follow Him. We seek to be those of whom Jesus spoke: “By this shall all men know that you are my disciples, if you love one another.” We seek to bear faithful witness to God’s truth and holiness within the Church, while manifesting charity in all things, and seeking the unity of the body of Christ.
7. We seek to *bear the Fruit of the Spirit*: Love, Joy, Peace, Patience, Kindness, Goodness, Faithfulness, Gentleness and Self-control.

#### **b. IJM is Professional**

1. We seek to engender, earn and keep trust. We are committed to integrity. We will make commitments only carefully, and we will keep the commitments we make.
2. We value knowledge and expertise.
3. We demand accuracy and dependability.
4. We invest in excellence.
5. We evaluate by outcomes.
6. We exert extreme effort to achieve outcomes.
7. We are disciplined.
8. We love to learn.

#### **c. IJM is a Bridge Builder**

1. We will pursue our work vigorously, boldly, and forcefully, but we will carry ourselves with humility.
2. We will seek common ground—for example, with those in the Church who are not yet committed to the mission of justice and with those outside the Church who seek justice, but who do not

yet know the author of their passion. Where it advances our mission of serving the victims of injustice, we actively strive to find common ground of cooperative endeavor with all people of good will from a broad range of cultures, religions, social backgrounds, experiences, and passions.

3. We value and will invest in building relationships with people – especially with people who are unfamiliar or outside our subculture.
4. We will be thoughtful in our use of language, using language that will facilitate recognition of common ground and avoiding language that may hinder that recognition. We recognize the power of words both needlessly to alienate as well as strategically to enfold.
5. For all of this we pray for courage, and we honor boldness in each other as we seek to take the Good News of Jesus Christ to unfamiliar frontiers.

**POLICY VERSION**

<b>Version</b>	<b>Date</b>
1	10/05/18
2	n/a