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Introduction

This manual documents Frontier Services Governance policies and procedures. The creation of an effective Board and senior management culture is of great importance and it is intended that this manual will guide the actions of management, members of the Board and the Board itself.

In adopting this manual, the Board of Frontier Services formally recognizes:

- The respective roles, responsibilities and authorities of the Board members (both individually and collectively) and management;
- The accountability of the Board and management to the organisation and its stakeholders;
- The limits on individual authority, the responsibility of individual members to engage fully in the decision making and other processes of the Board and to serve the interests of Frontier Services as a whole;
- The responsibility of all staff and board members to behave ethically and responsibly.

This manual will enable:

- The development of a shared agreement and understanding of corporate governance throughout Frontier Services;
- The development of high-performance board work groups whose members trust and challenge one another and engage directly with senior managers.

The Board will undertake regular reviews of its governance policies and procedures.

1. Governance Roles

1.1 Establishment and Authority of the Board

The Assembly of the Uniting Church in Australia has established Frontier Services as an agency with a mandate to:

- Maximise access to funds within and beyond the Uniting Church to support ministry and mission in remote areas;
 - Work with Synods, Presbyteries and the Uniting Aboriginal and Islander Christian Congress to facilitate ministry and mission in remote areas of Australia.
 - Within its own life, act for reconciliation between indigenous and non-indigenous people in remote areas of Australia;
 - Coordinate public benevolent activities which provide direct relief for those in the community who are isolated and/or subject to poverty, distress and other disadvantages;
 - Ensure our services are provided without discrimination, with due regard to the dignity of the individual and with cultural sensitivity;

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- Cooperate with other organisations to enrich and extend our work together.
- Advocate on behalf of those in remote areas, where appropriate in cooperation with other agencies of the Uniting Church and with other organisations.

The Assembly has created a Board for Frontier Services and established Terms of Reference, such that; Within the broad parameters established by the Assembly or its Standing Committee, the Frontier Services Board will:

- Engage in theological reflection on the life and mission of Frontier Services;
- Provide leadership by establishing and reviewing the strategic goals and directions of Frontier Services;
- Ensure the overall performance of Frontier Services meets established objectives of service delivery, quality assurance and management practice;
 - Ensure the financial integrity of Frontier Services, establishing key financial objectives and ensuring that appropriate financial and audit processes are in place;
 - Ensure legislative compliance and high ethical standards of operation;
 - Ensure appropriate risk management strategies are in place;
 - Encourage effective communication between Frontier Services and all its stakeholders and actively seek to promote the purpose and vision and assist the fundraising and public relations effort;
 - Participate significantly in the selection of the National Director and in regular performance reviews;
 - Advise, support and encourage the National Director in the work of Frontier Services;
 - Maintain an overview of life and issues in remote Australia and within the Uniting Church to reflect on the place of each within the other;
 - Appoint a Finance and Audit Committee and other Committees as appropriate.

1.2 The Role of the Board

The role of the Board is to ensure that Frontier Services achieves its vision and strategic plan in accordance with the mandate and in doing so, meets the financial, legal and ethical responsibilities associated with effective corporate governance.

The role of the Board is to govern the organisation. The National Director is appointed to manage the organisation.

The Board will develop policies which assist Frontier Services to operate in a planned and coherent manner.

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1.2.A PRINCIPLES

The Board will provide effective and responsible governance for the organisation.

The Board will add value to Frontier Services. The Board is responsible for setting the organisation's strategic direction and priorities.

1.2.B POLICY

The Board will govern through policies and strategic plans which give clear guidance to the National Director and provide vision for the organisation.

The Board will assess the National Director's performance against the implementation of the Strategic Plan.

The Board will determine the total remuneration package of the National Director.

1.3 Board Structure

A board member is appointed to a three-year term. It is approved by the ASC and the triannual meeting. A board member can serve a maximum term of 9 years continuous service.

1.4 Role of the Chair

The Chairperson provides leadership to the Board, assures the integrity of the Board's process, and normally represents the Board to outside parties.

Therefore, the Chairperson will:

- Provide leadership to the Frontier Services Board so that it is visionary, strategic, dynamic, focused and accountable.
- Establish a strong sense of purpose and cohesion amongst the Frontier Services Board members.
- Promote a spirit of trust, cooperation and professionalism, in line with the Vision, Culture and Values of Frontier Services.
 - Chair meetings of the Board, in accordance with the Manual for Meetings of the Uniting Church in Australia.
 - Ensure that an agenda is prepared for each meeting and that the business is addressed in an open, collaborative, thorough, timely and orderly manner.
 - Ensure that the Board acts consistently with its own policies and those legitimately imposed upon it.
 - Meet or communicate regularly with the National Director for the exchange of information. The Chairperson will be conscious that these meetings will not be used to conflict other policies for example:
 - Direct the National Director to act in any way contrary to Frontier Services policies or Board decisions.

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- Inhibit the free flow of information from the National Director to the Board as necessary for good governance.
- Develop open communication between the Board, the National Director of Frontier Services, and between Board members and with the Assembly General Secretary.
- Respond to grievances submitted in accordance with Frontier Services grievance procedures.
- Encourage Board Members to develop their capacity to accommodate significant change as an integral part of their roles, responsibilities and thinking.
- Promote a positive working environment within the Board

1.5 Role of Individual Board Members

Individual Board members will:

- Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full participation in the Board's decision making.
- Observe the confidentiality of non-public information and not disclose such information to any other person unless required by law.
- Act in accordance with the legal and ethical responsibilities of their role.
- Be loyal and supportive of the Board and respect Board decisions.
- Where appropriate, liaise with the National Director, and not directly with the staff without consultation.

1.6 National Director's Responsibilities and Limitations

1.6.A REPORTING RESPONSIBILITIES

The National Director will respond to the Board on Frontier Services achievement of the strategic outcomes by reporting against the Strategic Plan at each meeting of the Board.

1.6.B FINANCIAL RESPONSIBILITIES

The National Director will not cause or allow the development of financial harm or permit any threat to Frontier Services financial integrity.

Thus, the National Director will ensure that:

- A budget is prepared annually for consideration by the Finance and Audit Committee and recommendation to the Board and Assembly Standing Committee.
- Frontier Services financial planning, management and activities are consistent with the Board's strategic focus and Outcomes Policies.
- Frontier Services does not risk financial insolvency or incur unauthorised indebtedness.
- Frontier Services operates within the approved budget criteria.
- That approval is sought from the Board (or as delegated to the Finance and Audit Committee) for unbudgeted or unfunded expenditure or commitments greater than the financial delegation authority of the National Director.

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- Invoices from suppliers of goods and services are paid within the credit terms negotiated with those suppliers.
- Staff are paid on time.
- Tax payments, license renewals, statutory returns, acquittals and other regulatory and legislative compliance documents are lodged in a timely and appropriate manner.
- Fundraising activities are designed to achieve maximum financial return with minimum exposure to risk.
- Specific funds or designated contributions are used only for the appropriate purpose.
- Funds are dispersed in a way that does not put at risk Frontier Services charitable status.
 - No one person alone has complete authority over Frontier Services' financial transactions or contractual arrangements.
 - Australian Accounting Standards are met.
 - Uniting Church Assembly requirements are met.
- All reasonable steps are taken to secure monies owed to Frontier Services.
- The provision of all administrative assistance to the Trustees of the John Flynn Foundation as may be reasonably required to enable the John Flynn Foundation to fulfil its purposes.

1.6.C HUMAN RESOURCES RESPONSIBILITIES

Remuneration and Benefits

The National Director is responsible to ensure that they do not bring Frontier Services into disrepute. It is essential that employment, compensation and benefits to employees, consultants, contractors and volunteers, are managed appropriately.

National Director:

- Doesn't have the authority to change his/her own remuneration.
- Needs to ensure that all employee remuneration or benefits have regard for the employee's skills and experience, negotiated salary scales and the market conditions for such skills and experience.
- That all staff are managed and remunerated in line with National Assembly's HR policies and employment conditions.
- The National Director needs to ensure that the HR obligations can be met during the projected period of the individual's term of employment.
- The National Director shouldn't cause unfunded liabilities to occur or in any way commit Frontier Services to benefits that incur unpredictable future costs.

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Treatment of staff

Frontier Services most valued resource is its staff. Therefore, the National Director will treat all staff with dignity and respect:

- They will support the development of staff and fair treatment for all.
- They will promote a safe and dignified workplace ensuring an approved and fair internal grievance process.
- They will ensure personnel policies are up to date to protect against unfair practices.
- They will provide a space for open dialogue and non- discriminatory ethical discussion.
- They will meet all relevant workplace employment legislation.
- They will keep the Board informed about impending disputes and grievances that may lead to action against the organisation.
- They will allow staff to bring a grievance to the Board when the correct internal channels have been exhausted or a Board policy has been violated. Such a grievance should be directed to the Chairperson.

1.6.D PROTECTION OF ASSETS

The National Director will ensure that Frontier Services' assets are protected, adequately maintained or unnecessarily risked. Therefore, the National Director will ensure that:

- Only authorised persons handle cash.
- Financial resources are appropriately managed and invested.
- Assets are adequately insured.
- Purchases of goods and services are undertaken without conflict of interest and in the most cost-effective manner.
- Drivers of vehicles used by Frontier Services' personnel and volunteers are appropriately licensed.
- Frontier Services is not unnecessarily exposed to claims of liability.
- Frontier Services plant and equipment is appropriately used and maintained.
- Frontier Services intellectual property, information, records and historical items are appropriately retained and protected.

1.6.E PROGRAMS AND SERVICES

The National Director will ensure that Frontier Services' programs are aligned to the Board's Outcomes Policies. Therefore, the National Director will:

- Ensure that programs established do not conflict with existing priorities as determined by the Board.
- Ensure that programs do not cause the Board's priorities as defined in the budget to be materially altered.

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1.6.F SERVICE CONTINUITY

The National Director will not allow a situation to occur whereby Frontier Services is unable to function effectively and to provide key services. Therefore, the National Director will:

- Carry out and maintain appropriate assessments and evaluations of the risk factors which could disrupt Frontier Services' effective and efficient operation.
- Ensure that Frontier Services has in place current and operable plans and systems that, in the event of disruptions, will allow continuity of Frontier Services activities.

1.6.G NATIONAL DIRECTOR'S LIMITATIONS

The Board is committed to ensuring the effective stewardship, use of and control over, Frontier Services' resources and the fulfilment of its Vision and Mission. The Board's role is to provide the strategic framework within which this can be achieved.

The Board recognises that the National Director has the authority and responsibility for Frontier Services' operations. The Board sets the following limitations to the National Director's authority.

The National Director will not cause or allow any practice, activity, decision or organisational circumstance which is in any way:

- unlawful;
- in violation of commonly recognised business or professional ethics;
- in breach of the Uniting Church in Australia Constitution, regulations or Assembly policies or the Frontier Services Mandate and the policies of the Board; or
- which in anyway jeopardise Frontier Services' public image or credibility, particularly in ways that would hinder the accomplishment of its mission.

2. Board Processes

2.1 Ethics and Values

The Board will adopt and uphold the highest standards of ethical conduct by its members in all areas of its governance responsibility and authority and in so doing the Board members will:

- Act honestly and in good faith at all times, in the interests of Frontier Services and key stakeholders, ensuring that all are treated fairly.
- Carry out their duties in a lawful manner.
- Ensure that Frontier Services carries out its business in accordance with the law, its contractual undertakings, and the terms of its Constitution and Mandate.
- Identify conflicts of interest and, where such conflicts arise, act within the terms of the Board's Conflict of Interests policy.
- Not denigrate Frontier Services or harm its public image.

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2.2 Conflict of Interest

The Board requires that any existing or potential conflicts of interest for its members be declared. All such conflicts of interest must be declared by the member concerned and officially documented in a Register of Interests. Therefore:

- Any business, professional or personal matter which is, or could be, a conflict of interest involving the individual and his/her role in relationship to Frontier Services must be declared.
- All entries in the Register will be presented to the Board and minuted at the first Board meeting following the entry.
- Where a conflict of interest is identified and registered, the Board member concerned will not vote on that issue and may, at the request of the Chairperson, be asked to leave the meeting while the matter is discussed.
- When the Chairperson is aware of a real or potential conflict of interest involving one or more Board members, the Chairperson must take whatever steps are necessary to ensure that the conflict is managed in an appropriate manner, according to this policy.
- Individual Board members, aware of a real or potential conflict of interest of another Board member, have a responsibility to bring this to the attention of the Board.

Examples of Conflict of Interest:

- When a Board member, or his/her immediate family, or business interests, stands to gain financially from any business dealings, programs or services of Frontier Services.
- When a Board member provides a professional service to Frontier Services.
- When a Board member stands to gain personally or professionally from any inside knowledge if that knowledge is then used for personal or professional advantage.
- Where a person is serving on another committee or board, such that a decision impacts upon that other work.

2.3 Board Meetings

The Board is committed to the achievement of effective and efficient meetings in accordance with the Manual for Meetings of the Uniting Church in Australia.

From time to time staff may be invited to meetings to present an issue or provide information or advice.

- The Board will develop an appropriate system of reporting to enable it to fulfil its governance responsibilities.
- There will be a minimum of 4 face-to-face Board meetings per year, and other meetings can be conducted by teleconference or other technology.

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2.4 Board Values and Practice

The Board will govern with an emphasis on:

- Outward vision
- An encouragement of diversity of opinions and views
- A strategic leadership rather than administrative detail
- A future direction and strategy rather than present focus
- A pro-activity rather than reactivity.

The Board will:

- Meet regularly to provide governance for and to monitor the performance of Frontier Services.
- Engage regularly in theological reflection on the life and mission of Frontier Services.
- Ensure appropriate monitoring and reporting systems are in place and these are maintained and utilised.
- Ensure the separation of responsibilities of the Board and National Director is maintained.
- Ensure that during Board meetings the views of all Board members are given due consideration.
- Make every reasonable effort to ensure that Frontier Services does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
- Ensure the review of its policies, performance and structure at least every 3 years.
- Provide opportunity for capacity building of Board members.
- Ensure costs associated with governance are prudently incurred, designed to ensure the development of the highest standard of governance and measured against their efficacy.

2.5 Communication and Support to the Board

The National Director will ensure that the Board is informed and supported in its work.

Therefore, the National Director will, in a timely manner:

- Submit data in an accurate and comprehensible fashion, addressing the issues to be monitored by the Board.
- Ensure that financial reports are presented in a way which provides significant trends, data relevant to agreed benchmarks and meaningful measures and enables all Board members to understand the information being provided.
- Inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's policies are based.
- Inform Board members when, for any reason, there is actual or anticipated non-compliance with a Board policy.
- Inform the Board of any conflict or dispute or potential litigation that might arise that may affect Frontier Services.

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- Provide to the Board as many staff and external points of view, issues and opinions as needed for fully informed Board choices.
- Inform the Board of such occasions when it violates one of its own policies, particularly when this relates to the National Director's ability to carry out his/her responsibilities.
- Inform the Chairperson of the Board of any important matters arising.
- Ensure that decisions of the Board are recorded and that records are maintained in a way that is accessible to future Boards.

2.6 Board Committees

The Board may establish committees in fulfilment of its responsibilities. The committees will never interfere with the delegations made to the National Director.

- The Board will determine Terms of Reference for Committees clearly defining their role, procedure and function, and the boundaries of their authority.
- If staff are involved in Board Committees, their role is to advise and assist the Committee to do its work.
- The committees cannot exercise authority over staff, nor will they delegate tasks to any staff member unless the National Director has specifically agreed to such delegations

2.6.1 FINANCE AND AUDIT COMMITTEE

The Board shall establish a Finance and Audit Committee whose Terms of Reference are presently as follows, but under review:

The Finance and Audit Committee of Frontier Services will:

- Meet regularly
- Review Monthly Income/Expense Statements
- Review risk register
- Review Monthly Investment Report and report regularly to the Board on investment strategies
- Monitor Bequests Report
- Review Quarterly Balance Sheet/Cash Flow
- Review Forecasts & rolling 5-year budget
- Review and recommend to the Board the Annual Budget
- Consider major capital funding and receive reports on major expenditure outside the budget and bring recommendations to the Board
- Review to each Board meeting
- To review and recommend approval of the accounts
- In relation to the audit function*
 - Participate with the Assembly Finance, Audit and Risk Committee in the review and selection of auditors

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- Have a representation at the Assembly Finance, Audit and Risk Committee meeting with auditors in relation to the Annual Accounts
- Monitor accounting policies, management and internal controls, compliance with applicable laws, business policies and practices and risk management systems
- Where necessary make recommendations to the Assembly Finance, Audit and Risk Committee on the above matters
- Liaise with the Assembly Finance, Audit and Risk Committee as required
- Support the accounting and finance staff in an advisory role

**The Assembly has appointed a Finance, Audit and Risk Committee with responsibility for accounting policies, budgeting processes, control issues and compliance (see Regulations 3.6.31-3.6.33)*

2.7 Induction of Board Members

The Board will provide all new Board members with a thorough induction into the life and mission of Frontier Services and the work of the Board.

New Board members will be provided with:

- The Constitution of the Uniting Church in Australia,
- An organisational chart,
- Relevant current publications,
- The Basis of Union of the Uniting Church in Australia,
- The Frontier Services Mandate and
- A comprehensive package of material.

As soon as practical after their appointment, new members will:

- Receive a copy of the Board's resource manual including governance policies and other relevant governance documentation, current and recent meeting papers, an organisational chart, contact details for the Chairperson and other Board members and key staff, the current year's meeting schedule and the Manual for Meetings of the Uniting Church in Australia.
- Meet with the Chairperson for a briefing on governance.
- Meet with the National Director for an operational briefing.
- Where necessary, attend governance training.

The Chairperson will seek feedback on accuracy of the induction process.

2.8 Review and Assessment of Board Performance

- The Board will conduct a Board evaluation at least every three years
- This will be an evaluation of its own performance against the work it has done to achieve the Frontier Services Mandate, the Board's Terms of Reference and compliance with its own policies

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- The review will also include an evaluation of the Board skill mix in order to determine priorities for Board vacancies
- This review will be facilitated by an external facilitator
- In conducting its review, the Board will invite input from executive staff and other key stakeholders.

2.9 John Flynn Foundation

Pursuant to the terms of the Trust Deed and variations to the Trust Deed for the John Flynn Foundation the Board shall approve the appointment of the Trustees to the Board of the John Flynn Foundation. In addition:

- Each Trustee of the Board of the John Flynn Foundation must be a member of the Frontier Services Board at the time of his/her appointment to the Board of the John Flynn Foundation.
- The term of a Trustee of the John Flynn Foundation is three {3} years and each Trustee shall be eligible for reappointment at the time if that Trustee is a member of the Frontier Services Board.
- The Frontier Services Board will monitor the operations of the John Flynn Foundation and shall receive quarterly reports from the Trustees of the John Flynn Foundation together with the annual accounts of the John Flynn Foundation.

2.10 Trustees of the John Flynn Foundation

The Trustees of the John Flynn Foundation shall be responsible for:

- Conducting the Foundation in accordance with the terms of the Trust Deed which has been in founded in 2018 and amended 2019
- Ensuring that the Foundation is operated in accordance with the requirements of the Australian Taxation Office from time to time.
- Make distributions from the Trust Fund at least to comply with the minimum requirements of the Australian Taxation Office with respect to the John Flynn Foundation.
- Hold meetings at least quarterly.
- Ensure that the John Flynn Foundation complies with the regulatory reporting requirements as a charitable foundation.
- Provide quarterly reports as to the operation of the John Flynn Foundation to the Frontier Services Board.
- Ensure that annual accounts are completed and audited in accordance with the requirements of the ACNC and the Australian Taxation Office.
- To raise with the Frontier Services Board any issue which the Trustees consider requires the consideration of the Frontier Services Board with respect to the operation of the John Flynn Foundation.

- To do all other acts and things necessary to carry on the vision of the John Flynn Foundation.

3. Key Board Functions

3.1. Strategy Formulation

The Frontier Services Board will develop a Frontier Services Strategic Plan.

The strategic plan will be reviewed by the Board every three years.

3.2. Policy Making

There will be two levels of policy making.

3.2.A GOVERNANCE POLICIES

These will include:

- The Board will, at a formally constituted Board meeting, approve all governance policies.
- The Board will systematically review all governance policies at least every three years.
- The Board will speak with one voice around policy.
- All governance policies will be available to all Board members, the National Director and to staff through the National Director.

3.2.B OPERATIONAL POLICIES

These are developed by the National Director defining day-to-day operational frameworks/guidelines for staff. All policies dealing with day-to-day operations will be consistent with the principles and definitions stated in the Board's policies.

- The National Director is responsible for the development of all operational policies.
- All operational policies will be accessible to all staff and the Board.

3.3. Monitoring

The Board is responsible for monitoring organisational performance using agreed performance measures.

The Board should also determine ways of measuring the outcomes of key KPI 's, programs and financial performance. The measurement of outcomes ought to provide the Board with a valuable source of information with which it can be satisfied that Frontier Services is meeting its vision and mission.

3.4 Legal compliance and codes of practice

The Board must ensure that Frontier Services and its officers are complying with their legal obligations.

The National Director is responsible for ensuring compliance and must report promptly to the Board any material breaches or allegations of breaches.

3.5 Risk management

The Board is obliged to ensure that there is an appropriate process for the management of risk (risk is the threat that an event or action will adversely affect an organisation's ability to achieve its objectives).

In performing this obligation, the Board will monitor risk and gives due regard to the process of risk identification, assessment, rating, control, environment and review to ensure that reasonable measures are undertaken to identify and control corporate risks.

The Board will monitor risk including utilizing the Risk Register and the Risk Rating Matrix, which identifies and rates potential risks, and suggests mitigating strategies which are to be adopted.

The Board has a Finance and Audit Committee which advises the Board on the management of risk generally and is responsible for the Internal and External Audit Function. This committee is to report to the Board on the management of risk in line with the Risk Register.

3.6 Review and Evaluation of the Performance of the National Director

Each year the performance of the National Director will be reviewed in terms of agreed KPI's.

The annual performance review will be conducted by the Chairperson (or his or her nominee), one other member of the Board and the Assembly General Secretary.

This review should be conducted face to face. At least one (1) months' notice of the review will be provided to the National Director. A report will be provided to the Board and to the Assembly General Secretary, and a copy will be provided to the National Director. The report should address any recommendations in relation to the future performance of the duties of the position or in relation to the position itself.

4. Stakeholder Relationships

4.1 Linkage to Key Stakeholders

The Board will, at all times, recognise the trust placed in it by:

- Maintaining awareness of the interests of its key stakeholders including;
- the people of rural and remote Australia
- with particular sensitivity toward the First Peoples of Australia
- the Uniting Church in Australia
- Synods, Patrol Ministers & Remote Area Working Group
- UAICC
- donors
- funding bodies
- staff
- Gathering information from key stakeholders about their concerns, needs and aspirations, and communicating with them about the vision and activities of the organisation.
- Demonstrating respect for key stakeholders through its attitudes and behaviours.