

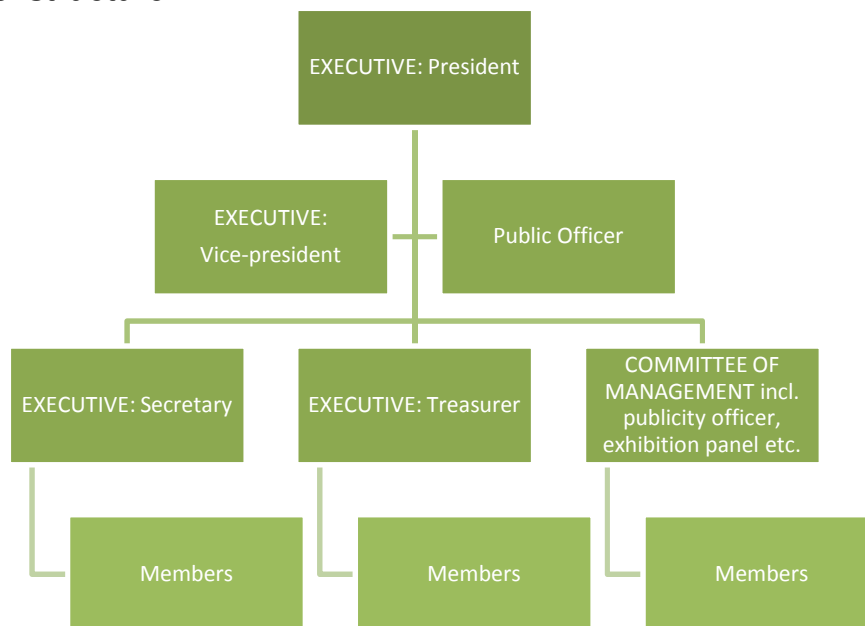
# fresh ARTS A Code of Governance for Fresh Arts Inc.

A governance code sets out the values that the organisation considers central to its operations, describes the boundaries of acceptable behaviour for the organisation based on these values, and identifies the areas in which procedures are required to police these boundaries.

A code of governance cannot overrule the organisation's constitution, still less the legislation that establishes it. It is enforceable only with the agreement of its users. A code is not self-actuating; it can deal with any abuses only where the board is prepared to act in its defence.

A code of governance is not a comprehensive statement of the applicable law, nor is it a treatise on management.

## Fresh Arts Inc. structure:



This code must be:

### Enabling

The basic requirement of a governance code is that it ensures that power in an organisation is properly sourced from the organisation's own community (membership), that it is not able to be hijacked or hidden away, and that it is able to be contested fairly within the rules.

### Responsive

The value of civil society is that it provides a counterweight to power, that it allows dissident views to be heard, and it gives power to the powerless. These points also have to be applied within the organisation. The power of the organisation has to be limited by the rights of all members, and by the organisation's responsibility to society.

### Flexible

Fresh Arts' membership is diverse and therefore the governance code needs to be flexible both in its interpretation and its application, dealing with principles rather than regulations.

### Positive

The code should stress what organisations, their executive members and general members should actually do.

This code should be judged against these criteria.

# Fresh Arts Inc. Code of Governance

## Fresh Arts Inc. Executive and Committee of Management Selection

1. Fresh Arts Inc. may not place barriers on the free choice of members; in elections to the Board it should, however, approach candidates whose *skills or experience would benefit the operations of the organisation*.
2. Fresh Arts Inc. seeks to determine *advance commitment* from prospective executive or committee of management members concerning the expectations of the position regarding such matters as attendance requirements, investment of time, support for the organisation, conflict of interest and practice, collective decision making, and acceptance of responsibility.
3. The Fresh Arts Inc. model rules state that the number of terms an executive or committee member may serve is *two consecutive years*.

## Collective Commitment: The Membership

4. Fresh Arts Inc. is independent – *not susceptible to outside direction or outside interests* of any member or third party.
5. Fresh Arts Inc. has a culture that enables *collective decision making* by all members.
6. Fresh Arts Inc. members should recognise that while each member has the right to argue for their own point of view and vote as their conscience dictates, they should, *once a decision has been taken, not speak or work against the decision outside the organisation*.
7. Fresh Arts Inc. takes ultimate responsibility for ensuring that effective mechanisms are in place for *dealing with and managing conflicts*.
8. Fresh Arts Inc. is aware that members must treat each other frankly and honestly *but with respect*.

## Democratic Governance

9. Fresh Arts Inc., through the executive, ensures *all members can bring issues before the organisation*, to be informed on these issues, to discuss these issues productively, and to take informed decisions.
10. Fresh Arts Inc. is and will continue to develop *standing orders that are flexible, efficient, and simple*, and that allow motions of dissent to be put before the organisation without obstruction.
11. Fresh Arts Inc. *meets a minimum of four times a year*, including the Annual General Meeting.
12. The *executive and members should support the President* to fulfil his/her functions.
13. Fresh Arts Inc. has a culture that *enables members to dissent without apprehension* from the President's rulings or assessment of collective decisions.

## The Executive: Responsibilities

14. The executive should provide *induction, instruction, and continuing support* to provide all executive members with the skills needed to carry out their functions.
15. The executive ensures *clear procedures are in place to remove from the executive and membership*, in conformity with applicable legislation, *members, who are in the opinion of the executive, unable properly to fulfil their responsibilities* to the organisation.
16. The executive ensures that *clear procedures are in place to protect that the rights of members* of the organisation to voice their views without fear of reprisals.
17. The executive is aware *clear guidelines are necessary to ensure that all potential conflicts of interest are dealt with* in accordance with ethical codes and applicable legislation through appropriate disclosure.

## Direction

18. *The executive has the ultimate responsibility and therefore control of Fresh Arts Inc. No major decision should be made without analysis and approval by the executive.*
19. *The executive is responsible for approving the Fresh Arts mission<sup>1</sup> and strategic direction, its budget and its major financial affairs, and issues of governance, management, and implementation of its activities.*
20. *The executive of Fresh Arts Inc. should in practice concern itself primarily with the strategic direction of the organisation, with hands-on activities being of a secondary nature, done with the assistance of co-opted general members.*
21. *The nature and extent of any delegation to general members by the executive should be clearly documented in every case.*
22. *The executive is legally responsible for the performance of delegated duties, and should institute effective monitoring and evaluation procedures.*

## Risk Management

23. *The executive of Fresh Arts Inc. should continuously test, review and refresh risk management procedures.*

## Accountability

24. *The Fresh Arts Inc. executive is ultimately accountable for the entire operation and the impacts of the organisation.*
25. *The Fresh Arts Inc. executive members are directly accountable to those served by its mission.*
26. *To make this accountability meaningful, the executive must provide a transparent framework for conducting Fresh Arts Inc. meetings, recording its decisions, communicating those decisions, and receiving feedback from the members.*

## Transparency

27. *The Fresh Arts Inc. committee of management should withhold from public scrutiny as little information on its operations as is possible. All executive and committee deliberations should be open to the members, except where the executive/committee passes a motion to make any specific portion confidential.*
28. *The President and other executive members of Fresh Arts Inc. must report to the general members at least annually in a format and using a medium best suited to the members e.g. President's Report at the Annual General Meeting.*

## Community Responsibility

29. *Fresh Arts Inc. aims to encourage social diversity, access and inclusion, community and audience participation in the organisation's activities (where applicable).*
30. *Fresh Arts Inc. takes into account not only the mission and maintenance of the organisation but also*
  - *The rights and interests of the members;*
  - *The interests of the general public, and*
  - *Human rights locally and globally**and is prepared to justify its actions to all these constituencies.*

## Environmental Responsibility

31. Fresh Arts Inc. aims to ensure that the organisation actively works *to preserve the environmental sustainability of the planet*
- in its own practice,
  - as a participant in the community, and
  - as a participant in the Australian social discourse.

## Ethical Fundraising

32. Fresh Arts Inc. ensures *all materials used in fundraising are accurate and truthful*, and that, except in exceptional circumstances, *funds raised for stated purposes are used for those purposes*.
33. Fresh Arts Inc. *respects the privacy of its donors* and does not make their names available to any other person for any other purpose, except where mandated by law.

## Effectiveness

34. Fresh Arts Inc. *periodically reviews its own effectiveness*, and takes any necessary steps to ensure it works well.
35. Fresh Arts Inc. ensures *that the organisation as a whole, and its activities, are regularly reviewed, and its outcomes are assessed against the organisation's mission*.

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## MISSION STATEMENT

*Fresh Arts is a collective of contemporary artists based in Central West NSW with a commitment to creating opportunities for members to exhibit work and develop professional practices.*

## VISION STATEMENT

*Fresh Arts aims to showcase and nurture the artistic talent that exists within regional NSW through conventional and virtual, online exhibitions, professional development and by encouraging public support for regionally-based visual artists. Fresh Arts creates professional, mutually beneficial relationships with regional and visual arts institutions and individuals within Central West NSW. The Fresh Arts executive coordinates the distribution of regular information to its members in line with the collective's objectives and with the aim of involving all members in the decision-making and creation of opportunities.*

As adopted at Fresh Arts meeting in August 2009