

FOREWORD

Across the world, corporate governance reform is occurring rapidly impacting on private and public sector organisations alike.

Good corporate governance is about enhancing performance and accountability. This means that having the right board in place and ensuring it works effectively has a crucial role to play in helping an organisation reach its goals.

Organisations displaying best practice corporate governance have laid a solid foundation for management and oversight and are recognised widely as high performing, vibrant associations.

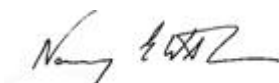
A key aim of *Women in Business and Regional Development* (WiB&RD) is to provide potential leaders with skills, motivation and confidence to identify and promote opportunities for economic development in their communities and in the Region.

Our committee members recognise that high performing boards enhance the region's capacity to respond to change, to build community strength and support social and economic success.

It is with this end in mind that we have been a catalyst for the introduction of a Limestone Coast Corporate Governance Program designed primarily for not for profit boards.

The success of this program has highlighted the importance for the development of an annual program.

Women in Business and Regional Development in collaboration with Bill Degaris, local lawyer is actively canvassing training providers for the development of an annual calendar that offers a range of training options cost effectively to not for profit boards.



NANCY WITHERS
CHAIRMAN

EXECUTIVE SUMMARY

WiB&RD sought to develop a cost effective sustainable training program for the delivery of Corporate Governance within the Limestone Coast to not for profit organisations.

As a result Bill DeGaris of W S DeGaris and Co, a South East Lawyer, was contracted to establish a program within the Limestone Coast.

The pilot Corporate Governance – Principles and Practice workshop was held on Monday 20 October at Chardonnay Lodge, Coonawarra.

Promotional activities included two media releases prior to the event and one media release at the conclusion of the event. Flyers were sent to over 1000 organisations inviting people to attend the workshop.

The workshop was attended by 40 participants from a range of organisations as well as interested individuals. The cost to attend the workshop was \$200, Farmbis funding was available to eligible participants. These people paid \$50.00 and Farmbis paid the difference of \$150.00. There were 20 participants who received Farmbis funding.

Evaluation forms were distributed at the end of the event and participants were encouraged to complete them before leaving. Results from the evaluation forms were positive with respect to all aspects of the workshop.



Jan Kentish, Kay Hocking, Bill DeGaris (Facilitator), Elaine Pollock and Sally Klose (Project Coordinator)

BACKGROUND

Across the world, corporate governance reform is occurring rapidly impacting on private and public sector organisations alike. Good corporate governance is about enhancing performance and accountability. This means that having the right board in place and ensuring it works effectively, has a crucial role to play in helping an organisation reach its goals.

WiB&RD is an organisation in the South East of South Australia, auspiced by the South East Area Consultative Committee that aims to:

- Identify & encourage enthusiastic women to stimulate creativity, wealth & business
- Provide potential leaders with skills, motivation & confidence to identify & promote opportunities for economic development in their communities and region
- Support individual women who wish to establish a new business or to expand an existing business by providing information, advice & opportunities for skills development.

Our committee members recognised that high performing boards enhance the region's capacity to respond to change, to build community strength and support social and economic success. It is with this end in mind that we sought to develop a cost effective sustainable training program for the delivery of Corporate Governance within the Limestone Coast to not for profit organisations.

This came about as a result of research identifying there is a strong need for such training for not for profit Boards, from comments by participants at other WiB&RD events and from recent events highlighting what can result when Boards make inappropriate decisions.

PROCESS

Following an extensive tendering process, Bill DeGaris of W S DeGaris and Co, a South East Lawyer with vast experience in Boards and Board governance, particularly not-for-profit organisations, was contracted to establish a program within the Limestone Coast.

The major promotional tool was a double-sided promotional flyer incorporating an invitation (see Appendix 1). The flyers were sent out 35 days prior to the event on Monday 15 September to 1027 organisations which included not for profit groups, government boards, Youth Advisory Committees, sporting groups, the Women in Business and Regional Development mailing list and schools.

From the 1027 organisations 18 were identified as key regional not for profit boards. These organisations were sent a covering letter (see Appendix 2) encouraging them to send members of their Board and to either supplement the cost to the individual or to sponsor their attendance. The groups identified were:

- CFS Regional Headquarters
- Limestone Coast Regional Development Board
- Limestone Coast Tourism
- Limestone Coast Wine Industry Council
- South East Area Consultative Committee Inc
- South East Community Legal Service
- South East Drainage Board
- South East Drug & Alcohol Counselling Service
- South East Local Government Association
- South East Natural Resource Consultative Committee
- South East Regional Community Health Service
- South East Regional Domestic Violence Services Inc
- South East Soil Board
- South East Water Catchment Management Board
- South East Nungas Community Organisation
- Burrendies Aboriginal Corporation
- Lower South East Hockey Association
- South East Regional Domestic Violence Services Inc

FARMBIS FUNDING

WiB&RD applied for Farmbis funding using registered training organisation Ausgrow as the auspicing body. The funding application was successful in obtaining Farmbis funding for eligible participants (refer to Appendix 3 for Farmbis application).

Farmbis funded 75% of the cost of the course for twenty participants, therefore twenty participants paid \$50.00 instead of \$200.00, and the remainder \$150.00 was paid by Farmbis. In total Farmbis funding of \$2,777.45 GST exclusive was received.

To receive Farmbis funding participants were required to fill in an evaluation form and sign a declaration stating they are “a primary producer, or a spouse, or a member of the farming/fishing family, or an employee employed in a management capacity whose operational support is integral to improving business & natural resource management of

the rural business or wild-catch fishing enterprise, who contributes the majority of their labour to the enterprise and derive the majority of income from farming/fishing”.

PROMOTION

Three press releases (refer to Appendix 4) were written and distributed to the following South East media outlets:

- | | |
|-----------------------------|------------|
| • WIN South Australia | TV Station |
| • ABC Radio 5MG | Radio |
| • 5GTR-FM | Radio |
| • Radio 5SE | Radio |
| • StarFM | Radio |
| • 5TCB-FM | Radio |
| • Radio 5 TheFM | Radio |
| • The Border Watch | Newspaper |
| • South Eastern Times | Newspaper |
| • The Coastal Leader | Newspaper |
| • Border Chronicle Pty Ltd | Newspaper |
| • Naracoorte Herald Pty Ltd | Newspaper |
| • The Penola Pennant | Newspaper |

The first press release was distributed 20 days prior to the event and focused on introducing the concept of Corporate Governance training. WiB&RD committee member Kay Hocking was the contact point for media inquiries.

The second press release was distributed 12 days prior to the event and focused on the content of the training package and introduced Bill DeGaris as the programme facilitator. Programme facilitator, Bill DeGaris was the contact point for media inquiries.

The third and final press release was distributed after the event and promoted the success of the event. Both Kay Hocking and Bill DeGaris were contact points for the final media release.

Project Coordinator, Sally Klose followed up the second press release with telephone calls to ABC Radio and WinTV.

Stories were printed in the following newspapers (see Appendix 5):

- The Border Chronicle
- SE Times
- Penola Pennant
- Border Watch

Bill was interviewed by Leanne Mastrangelo of 5tcb radio.

FACILITATOR

The training package developer and workshop facilitator was South East lawyer, Bill DeGaris of WS DeGaris and Co.

Bill's qualifications include: a Law Degree and Post Graduate Certificate in Mediation. Bill's areas of practice include: Corporations Law, Trust Law, Succession and Planning, Property Law and Dispute Resolution.

Bill has vast experience on Boards and in Board governance. Bill is Chairman of the South East Regional Health Board and is a member of the Generational Health Review Governance taskforce.

Bill is passionate about good Corporate Governance and is enthusiastic to continue delivering training in Corporate Governance.

CORPORATE GOVERNANCE TRAINING PACKAGE

Participants were given an extensive handbook prepared by Bill DeGaris; this was included in the cost of the course.

Workshop topics were:

- Defining and understanding corporate governance
- Understanding Director's Duties
- Understanding the Role of the Board
- The Board and Management
- Effective Board Meetings
- Specific Issues for the Modern Board

To obtain Farmbis funding the training package was linked to the following competencies:

<i>RUA AG6206 BM A</i>	<i>Manage Human Interaction</i>
<i>Element of Competency 6206.4</i>	<i>Manage Community/Industry Involvement including performance criteria: 6206.4.1 Involvement in Rural Groups; 6206.4.2 Responsibilities accepted in Rural Groups are appropriate by choice; 6206.4.3 Commitments made to Rural Groups are maintained; 6206.4.4 The Competitive Influence of Boards on Business Activities is evaluated and monitored.</i>
<i>Element of Competency 6206.3</i>	<i>Manage professional and business relationships including: 6206.3.1 Business Relationship between Board, CEO and the organisation; 6206.3.2 Reaching Agreements and Defining each party's delegated authorities; 6206.3.4 Contracts between Management and the Board; 6206.3.5 Open Communication with Stakeholders and Industry Associates is open and consistent.</i>

THE BUDGET

	GST Exclusive
Income	
Registrations	6,000.00
Women in Business & Regional Development Sponsorship	2,000.00
FarmBis funding	2,777.45
Total Income	10,777.45
Gross Profit	10,777.45
Expense	
Refunds to Farmbis eligible participants	545.44
Meeting Expenses	898.82
Postage	362.76
Printing	312.95
Facilitator & Handbook production	3,820.00
Project Coordinator	2,000.00
Telephone	20.07
Travel – Project Coordinator	330.00
Total Expense	8290.04
Net Income	2487.41

THE EVENT

The pilot Corporate Governance – Principles and Practice workshop was held on Monday 20 October at Chardonnay Lodge, Coonawarra.

The workshop was attended by 40 participants from a range of organisations as well as interested individuals (see Appendix 6 for attendee list). The cost to attend the workshop was \$200, participants who were eligible for Farmbis paid \$50.00 and Farmbis paid the difference of \$150.00. There were 20 participants who received Farmbis funding.

Additional inquiries from people not able to attend were received; these people have been added to a database for future reference. Organisations to send participants were:

- Brian Smith Transport Pty Ltd
- Community Accommodation Support Agency
- Gramac Solutions
- Group Training Employment
- Kingston SE Soldiers Memorial Hospital
- Limestone Coast Division of General Practice
- Limestone Coast Tourism
- Lutheran Community Care
- SERDE Inc
- South East Area Consultative Committee
- South East Institute of TAFE
- Women in Business and Regional Development

At the completion of the one-day workshop all participants were given a Statement of Attendance (see Appendix 7) identifying the competencies they had completed. This is a requirement of Farmbis funding.



Attendees hard at work during the Corporate Governance seminar

EVALUATION

An evaluation form (see Appendix 8) was developed by Bill DeGaris with input from the WiB&RD Corporate Governance subcommittee. The evaluation forms were distributed at the end of the event and participants were encouraged to complete them before leaving. Ninety percent of participants completed evaluation forms.

The key results were as follows (see Appendix 9 for a detailed summary):

- 100% of participants said they would recommend presenter, and his presentation as a seminar/workshop.
- 100% of participants said they would recommend this workshop to other Board members
- 97% of participants thought the workshop good value for money.
- 88% said they have been challenged to think about their role as a Board Director



Liz Ballinger, Sandy Coulson, Helen Stock, Nancy Withers, Jan Kentish, Kay Hocking, Maureen Andrews, Bill DeGaris and Elaine Pollock

RECOMMENDATIONS

1. Promotion

- 1.1. Flyers / invitations should be sent out 6 weeks prior to the event to allow correspondence to be included in monthly Board meeting.
- 1.2. Flyers / invitations to be sent directly to Board members rather than the Chair or Chief Executive Officer, this ensures information is reaching the right people.
- 1.3. Paid advertising in local papers, this provides the opportunity to negotiate with respect to editorial.
- 1.4. Less focus on WiB&RD in the promotional material as men may have been put off due to the workshop being offered by a 'women's' organisation.
- 1.5. Target promotion to Government Boards as Government should be funding Corporate Governance training for these boards.
- 1.6. Build partnerships with commercial organisations with the intent of securing sponsorship and attracting their clients to training activities. Possible partners could be insurance companies, SAFF, banks or accounting firms.

2. Course Delivery and Content

- 2.1. 30 to 35 participants is the preferred number of participants.
- 2.2. Have a CD available which includes Corporate Governance models; this would be offered as well as the workbook.
- 2.3. The ongoing programme should consist of three elective sessions; participants choose which sessions they wish to attend. Each workshop is ½ day over 12 months as follows:
 - 2.3.1. New Board member programme - ½ day lecture
 - 2.3.2. New Board member programme - ½ day workshop
 - 2.3.3. Ongoing workshop

3. Other training opportunities

- 3.1. There are opportunities for Corporate Governance training to be delivered as an activity of Youth Week and the Rural Women' Gathering event in 2005.
- 3.2. Other areas of training to be offered includes:

- 3.2.1. Ownership of Corporate Governance
- 3.2.2. Roles of Board members for example secretary, treasurer and chair
- 3.2.3. Running effective meetings

DEVELOPING A YEARLY PROGRAMME

Due to the success of the pilot workshop WiB&RD are seeking a partnership with an organisation to continue to offer a cost effective yearly training programme for the delivery of Corporate Governance within regional South Australia.

With this in mind an information pack, and further discussion has been had with:

- South East Institute of TAFE, Director, Martina Buckley
- Business SA, Phil Howe

Executive Officer, Elaine Pollock is also investigating the option of delivering Corporate Governance throughout South Australia using the network of Area Consultative Committees.