

Food Safety Information Council By-Laws 2016

Table of Contents

1. Introduction	3
2. Definitions	3
3. Board of Management	3
4. Resolutions and By-Laws	4
5. Membership	4
6. Sponsorship.....	6
7. Committees.....	8
8. Financial Management	10
9. Organisational Management.....	10
10. Policies and Procedures	11
11. Board	11
12. Executive	15

1. Introduction

- 1.1 These by-laws are issued under the Food Safety Information Council (FSIC) Constitution, 2016 (the Constitution). The by-laws bind the Board and its members for matters relating to the business of the organisation.
- 1.2 This publication sets out the by-laws of FSIC and should be read in conjunction with current copy of the Constitution and where required, the Corporations Act 2001. These by-laws also govern affiliated Branches. This publication has been prepared to assist the Board in its task of managing the affairs of FSIC. It is expected that these procedures will be amended from time to time, to ensure the efficient operation of FSIC and to meet the changing needs and expectations of our members. Users' suggestions for improvements to this publication are always welcome. Suggestions and or queries should be sent to the Secretary.

Duncan Craig 29/3/16 8:32 PM

Comment [1]: Removed reference to 'the organisation' as we use the term 'organisation' in general later in the document (i.e. referring to other organisations).

We can also drop the 'the' when referring to 'FSIC'.

2. Definitions

- 2.1 **Board** refers to the national managing body of FSIC, the members of which are the directors of the Council.
- 2.2 **Board Committee** refers to the organising committees of the Board. These committees are responsible to the Board as well as to the members of the FSIC.
- 2.3 **Branch Committee** refers to the organising committees of the Branches, if FSIC has any. These committees are responsible to the Board as well as to the members of the Branch.

Duncan Craig 29/3/16 8:00 PM

Comment [2]: Check SGM outcome notes – are we removing reference to 'branches'?

3. Board of Management

- 3.1 The Board of Management is responsible for overseeing the governance, financial, policy and operational processes for FSIC.
- 3.2 The affairs of FSIC are managed by the Board, the composition of which is defined by the Constitution. Branches are not separate legal entities and although they have Branch Committees they are none-the-less, subordinate to the Board.

Specific Duties

- 3.3 The Board is responsible for the management of FSIC's business and professional affairs.
- 3.4 The Board shall meet at least quarterly. Such meeting can include teleconferencing.

Positions

3.5 The Board of Management is constituted of the following positions:

- (a) Chair - Elected from the Board of Management members
- (b) Vice Chair - Elected from the Board of Management members
- (c) Secretary
- (d) Treasurer
- (e) Finance and Fundraising Director
- (f) Communications Director
- (g) Chief Executive Officer – non voting
- (h) Membership Director
- (i) Risk, Audit and Compliance Director
- (j) Policy Director
- (k) Independent Non Executive Director

Directors' Responsibilities

Meetings

3.6 The Board of Management must meet at least four times per year. The meeting must have quorum which is the presence of 50% of the appointed directors. Presence includes approved options set for the meeting which can be:

- (a) in person
- (b) teleconference
- (c) video conference
- (d) web conference

4. Resolutions and By-Laws

4.1 A resolution or by-law can be proposed by a Director for consideration at a Board meeting. by-laws must be conducted as a motion with a proposer and seconder, then put to vote by simple majority. The Chair reserves a casting vote.

4.2 Resolutions are to be recorded in the minutes of the meeting, and then published in the FSIC By-Laws. The by-law does not take effect until the publication of the amended FSIC By-Laws has been completed.

5. Membership

5.1 Members – pay an annual membership as set by the Board, and have the first option at sponsoring (except the Gold Sponsor) – we want them to give time and resources, not money.

5.2 Membership of FSIC is open to the following;

- (a) Australian, state or territory government agencies
- (b) Local Councils
- (c) Food businesses
- (d) Individuals
- (e) Registered training organisations

Duncan Craig 30/3/16 7:57 PM

Comment [3]: Check wording.

Separated out the Commonwealth (i.e. Australian) and state and territory governments

5.3 It is the right and responsibility of the Board to determine the membership of FSIC and the following are the requirements that all members must meet;

- (a) Be involved in food safety
- (b) To be of good standing within the community
- (c) Follow the By-Laws and Constitution of FSIC
- (d) Follow the Code of Conduct for Members of FSIC
- (e) Be an active member of their Committee

5.4 The following are the benefits to FSIC membership;

- (a) Access to a members only area on our website – will contain the research, surveys results, Newsletters, Executive Minutes, A/SGM minutes, consumer survey information (e.g. Ompoll reports), Constitution and By-Laws – not available to anyone else
- (b) A Membership Certificate which will be replaced annually on payment of the annual membership fee
- (c) Voting rights for one representative at the AGM and any SGMS
- (d) Monthly newsletter – only available to members and sponsors
- (e) Right of a representative to attend the Planning Days
- (f) Input into the theme of Food Safety Week
- (g) Opportunity to help spread the message of food safety through membership of one of our groups
- (h) Access to and use of the monthly media release before the media get them – embargoed until released to the media
- (i) Access to all Food Safety Week and all other campaign materials (e.g. media release shell) at least a week before anyone else – media release is embargoed until we send out to media
- (j) A set of brochures, posters and fridge thermometers will be mailed to the representative – only members will receive mailed material

Duncan Craig 30/3/16 8:22 PM

Comment [4]: Changed name to Ompoll. Suggest keep open in case we use someone else in the future)

5.5 Annual membership fees are due on the 1 July each year and are to be paid on invoice (14 day terms) from FSIC.

5.6 The Membership Director is responsible for preparing and maintaining a Potential Member Pack, which will be used to promote membership of FSIC. This pack should include the following;

- (a) A Membership Application
- (b) A copy of the current Business Plan

(c) A copy of the FSIC Summary

- 5.7 Members may only apply for membership by using the Membership Application available from the website or by contacting FSIC and one will be emailed out or from the Potential Member Pack.
- 5.8 The completed Application must be emailed to the Secretary, who will forward it to the Membership Director. The Membership Committee is responsible for making the membership decision based on the Membership Criteria in the Membership Policy.
- 5.9 If approved, the new member will be sent the Membership Pack by the Membership Director, and allocated to a specific committee, depending upon their skills and experience. The member's details will then be added to the Member Register.
- 5.10 The Membership Pack includes the following;
- (a) A welcome letter – signed by both the Chair and CEO
 - (b) A copy of the FSIC Constitution
 - (c) A copy of the current By-Laws
 - (d) A copy of the current FSIC Goals
 - (e) Their Committee details – including; fellow members and contact details, targets and meetings times (if applicable)
 - (f) A copy of the Calendar
 - (g) Password and username for access to the Member's Only page on the website
 - (h) Annual Membership Certificate
 - (i) The Code of Conduct for FSIC Members – to be signed and returned to the Membership Director
- 5.11 If denied membership, the Membership Director must contact the applicant within a week of the decision to inform them of the outcome, and to give an explanation for the non-approval.
- 5.12 The Membership Director must present a monthly Membership Committee Report to the Board, including all applications and their decisions.
- 5.13 The Membership Director is responsible for;
- (a) maintaining the Member Register, under instruction from the Secretary
 - (b) sourcing new members
 - (c) the membership process
 - (d) managing current members
 - (e) all communication with members

6. Sponsorship

- 6.1 Sponsorship funds the operation and all activities of FSIC. It is the Board's right to determine if an organisation / jurisdiction / individual is a suitable sponsor of FSIC. The following must be met as a requirement of sponsorship;

Duncan Craig 30/3/16 8:01 PM

Comment [5]: Suggest not including this in the Membership Pack. Can be provided on request (consistent with Constitution)

- (a) Must be committed to food safety
 - (b) Must be committed to the goals of FSIC
 - (c) Must comply with the FSIC Sponsorship Policy
 - (d) Must not use the sponsorship of FSIC in any way that the Board considers unacceptable
 - (e) Must sign and agree to the Sponsorship Agreement
- 6.2 Sponsorship of FSIC has three levels;
- (a) GOLD – funds the day to day operations of FSIC, and is determined by the Board
 - (b) SILVER – sponsors campaigns or promotions
 - (c) BRONZE - sponsors specific research or projects
- 6.3 Silver and Bronze sponsorship is open to the following;
- (a) Food businesses
 - (b) Australian, state and territory government agencies
 - (c) Universities and other teaching organisations
 - (d) Individuals
 - (e) Local Councils
 - (f) Other health promotion organisations / charities
- 6.4 Sponsors will receive the following as benefits of their sponsorship;
- (a) Use of the logo – only for the specific campaign / event / promotion (Silver) or research (Bronze) and only on material we approve.
 - (b) Monthly newsletter – only available to members and sponsors
 - (c) Opportunity to attend Planning Days
 - (d) Input into theme for Food Safety Week
 - (e) A Sponsorship Certificate – signed by both the Chair and CEO
 - (f) Invitation to any launch of Food Safety Week or other campaigns
 - (g) Can claim as a donation
 - (h) Use of specific approved research or material as long as FSIC is credited
 - (i) Shell media release provided for the specific campaign / event (Silver) or research (Bronze) sponsored a week before it is sent out – embargoed until released to media.
- 6.5 Gold sponsorship also gets mention on the website and all material of being the Gold Sponsor and the opportunity to launch FS week, if available.
- 6.6 Sourcing and management of sponsorship is the responsibility of the Fundraising Director.
- 6.7 When a potential sponsor is identified, they are to be given the Potential Sponsor Pack, which should include the following;
- (a) A copy of the current Business Plan

- (b) The FSIC Summary
- (c) A Sponsorship letter

- 6.8 The Fundraising Director must prepare a Sponsorship Proposal, detailing the sponsor and the event / campaign / promotion or research they wish to be involved in, as well as the potential funding. This should be done in conjunction with the Communications Director and the Risk and Compliance Director to ensure that all communications and technical issues are addressed and that the sponsorship is in line with the goals of FSIC.
- 6.9 This Proposal must be presented to the next Board meeting for discussion. If the proposal is approved, then the Sponsorship can go ahead if the sponsor decides to be involved.
- 6.10 The Fundraising Director must work with the Treasurer to set up the Sponsor's account and invoicing details, and then to manage the actual sponsorship. The sponsorship process will be managed by the Fundraising Director, although the daily contact and work may be with the Communications or Risk and Compliance Directors.
- 6.11 Although the process will be managed by the Fundraising Director, the only two contacts for the Gold Sponsor are the Chair and CEO, due to the importance of this Sponsor to FSIC.

7. Committees

- 7.1 The Board may establish or de-establish committees to assist and undertake the functioning of FSIC. Each committee is to report to a designated board member and have a chair appointed by the board.
- 7.2 Each committee is to have a charter approved by the Board and recorded in the minutes.
- 7.3 Each committee is to provide a report to each Board meeting through the responsible Director.
- 7.4 Committee members are selected by the Committee Chair and approved by the responsible Director. Committee members may be drawn from the FSIC membership.

Finance Committee

- 7.5 The Board Chair shall act as chairperson at Finance Committee meetings. The Board shall appoint 2 other directors to form the Finance Committee. The Finance Committee shall meet at least 4 times per year.
- 7.6 Specific Duties:

- (a) To develop the draft strategic policy for presentation to and approval by the Board.
- (b) To provide a management and budgeting strategy to the Board and to ensure that the strategy is carried out, thus ensuring efficient and effective operation of the Council and its ongoing economic and professional viability.
- (c) To advise the board as to the FSIC's solvency position.

Communication Committee

7.7 The Communications Director shall act as chairperson at Communication Committee meetings. This Committee shall be made up of members or their representatives with communication and promotion experience

7.8 Specific Duties:

- (a) To develop, in conjunction with the Technical Committee, and promote the messages of FSIC.
- (b) To manage the social media of FSIC as per the Social Media Policy.
- (c) To maintain the FSIC website
- (d) To develop and maintain media relations, as per the Media Policy
- (e) To advise the Board as to FSIC's market position and recommend improvements.

Technical Committee

7.9 The Risk and Audit Director is responsible for the Technical Committee, and its meetings will be chaired by the Technical Committee Chair. This Committee shall be made up of members or their representatives with food safety knowledge, skills and experience.

7.10 Specific Duties:

- (a) To develop, in conjunction with the Communication Committee, the messages of FSIC.
- (b) To ensure all FSIC messages and materials are scientifically sound.
- (c) To be responsible for FSIC's reputation for sound science based consumer food safety messages.

Membership Committee

7.11 The Membership Director is responsible for the Membership Committee, and its meetings will be chaired by the Membership Committee Chair.

7.12 Specific Duties:

- (a) To find new members, and manage the membership process
- (b) To manage current members and ensure good internal communication

- (c) To maintain the Members Register on behalf of the Secretary.
- (d) To advise the Board on new members and membership changes.

Risk, Audit and Compliance Committee

7.13 The Risk and Audit Director is responsible for the Risk, Audit and Compliance Committee, and will chair its meetings. This Committee shall be made up of the Chair, Vice Chair, Policy Director and Risk and Audit Director.

7.14 Specific Duties:

- (a) To develop and maintain the governance standards, documents and procedures for FSIC
- (b) To ensure that FSIC meets all its legal requirements.
- (c) To advise the Board on any procedure or standard changes and make recommendations as required.

8. Financial Management

8.1 It is the responsibility of the Finance Committee to ensure that at all times a balance of not less than \$20000 is to be held in reserve. These funds are to be used to cover any costs in the event that FSIC is to be wound up.

8.2 To allow for seamless operational management, the following are the permitted approvals;

- (a) CEO – up to \$1500
- (b) Chair – up to \$5000

8.3 Anything over these amounts must be approved by the Board.

9. Organisational Management

9.1 The Board is responsible for reviewing and managing the Strategic Plan each year.

9.2 Based on the Strategic Plan, each year the CEO is responsible for producing a Business Plan. The Business Plan is to contain the following elements:

- (a) Fundraising Plan
- (b) Project and Activity Plan
- (c) Budget
- (d) Membership Plan
- (e) Compliance Plan
- (f) People Plan

- 9.3 The CEO is also to prepare an Interim Report six months into the year for presentation to the Board to show progress on FSIC meeting it's Goals and the targets for each Committee.

10. Policies and Procedures

- 10.1 The Board is responsible for approving FSIC policies and procedures. Approved policies and procedures are to be recorded in the minutes.
- 10.2 Policies are to be reviewed annually, as per the Calendar, by the CEO and presented to the Board for approval, and any changes shown on the Change Register.
- 10.3 All documents are to be shown on the Document Register, which is to be maintained by the CEO.
- 10.4 All materials are to be shown on the Materials Register, which is to be maintained by the Technical Committee.
- 10.5 An Interests Register will be maintained by the Chair, showing all potential conflicts of interests of Board members and the Executive (comprised of the CEO and Committee Chairs).

11. Board

- 11.1 The affairs of the Council are managed by the Board, the composition of which is defined by the Constitution.
- 11.2 Branches are not separate legal entities and although they have Branch Committees they are none-the-less, subordinate to the Board.
- 11.3 Specific Duties
- (a) The Board is responsible for the management of the FSIC's business and professional affairs.
 - (b) The Board shall meet at least quarterly. Such meeting can include teleconferencing.

Board position descriptions

- 11.4 Members of the Board shall not have been convicted of an indictable offence in relation to management of a body corporate, fraud or dishonesty.
- 11.5 It is the duty of all Board Members to:
- (a) Ensure that decisions are made by the Board acting as a whole with no one person empowered to make binding decisions or allowed or held out to make binding decisions;

- (b) Ensure that they are aware of and understand the Constitution, by-laws, procedures and current activities of the Board and the FSIC as a whole, by attending meetings, reviewing documents provided and generally acting in a diligent manner;
- (c) Notify the Board when work or other responsibilities hinder their ability to act in such a diligent manner;
- (d) Not consent to the incurring of a debt when there are objective grounds to consider that the debt cannot be paid when it falls due for payment;
- (e) Board Members shall notify the Secretariat within 1 month of any change in contact or residential address. (This is a requirement under the Corporations Act 2001. Note that a post office box number is not an acceptable contact address.);
- (f) All members of the Board shall have easily accessible electronic communication.
- (g) It is the responsibility of the Branches if FSIC has any, to ensure that their representative has email facility.

Board Chair

11.6 Responsibility

- (a) To oversee the administration and strategic direction of FSIC. To act as a spokesperson for FSIC in maintaining and advancing good relations with government, industry and professional bodies associated with health and safety. Remuneration Honorary position.

11.7 Accountability

- (a) The Board Chair is accountable to the Board and the members of FSIC.

11.8 Specific Duties

- (a) To act as presiding officer at any Board, Finance and general meetings.
- (b) To delegate, when appropriate, duties of office to the Board Vice Chair and to other members.
- (c) As senior officer of the Council, the Board Chair shall ensure that the administration and functions of the Council are managed efficiently and within the confines of legal requirements and the Constitution and these By-Laws.
- (d) To maintain a direct functional link with, and oversight the Secretariat. Where necessary, instruct the Secretariat to call general or special meetings and coordinate public presentations (seminars etc.).
- (e) To liaise with the chairpersons of the Branch Committees, portfolios and other office bearers. (The Board Chair is ex officio member of all committees).
- (f) Sign all documents requiring the signature of the official head of FSIC.
- (g) Plan, initiate and coordinate as appropriate, actions to advance the interest and objectives of FSIC, including maintaining contact with relevant government officials, and other key organisations.
- (h) Coordinate the preparation of, and submit to the Annual General Meeting, a yearly report on the activities of FSIC.
- (i) Ensure that all members have access to information about the activities of FSIC.

Board Vice Chair

11.9 Responsibility

- (a) To accept on behalf of the Board Chair such duties or activities as specified by the Board Chair and are relevant to the office of Vice Chair. Remuneration Honorary position.

11.10 Accountability

- (a) The Vice Chair is accountable to the Board Chair for actions as delegated, the Board and the members of FSIC.

11.11 Specific Duties

- (a) To maintain a constant liaison with the Board Chair and to be held accountable for any duties delegated.
- (b) To be prepared to act temporarily as, or assume the office of, Board Chair should the Board Chair be indisposed or vacate that office.
- (c) To review and report to the Board on international networks.
- (d) To review and report to the Board on the work of Branches if FSIC has any.

Board Member

11.12 Responsibility

- (a) While serving as members of the Board, the member represents the Council as a whole. Remuneration Honorary position.

11.13 Accountability

- (a) Members of the Board are accountable to the Board Chair and to the members of FSIC
- (b) Appointment - Members of the Board are appointed as per the requirements in the Constitution. The process shall be that at the time of the Annual General Meeting there shall be a call for nominations from members (refer also to Section 3.3 of these By-Laws). In the absence of an appropriate nomination, the Board Chair may appoint a suitably qualified person.

11.14 Specific Duties

- (a) Meet the duties and responsibilities of directors of FSIC.
- (b) To table, discuss and seek input from members at least quarterly about matters raised, or on the agenda to be raised, at meetings of the Board.

- (c) Ensure that follow up action is taken relating to matters raised at Board meetings.
- (d) Liaise with other members of the Board for the purpose of advancing the aims and objectives of FSIC.
- (e) Ensure that a practical plan exists for the development of FSIC, that the plan has the resources it requires, is implemented and the plan is continually reviewed.
- (f) Attend scheduled meetings of the Board.
- (g) Arrange an authorised alternate if unable to attend any Board meeting.
- (h) Ensure that their Committee Reports be presented to each Executive meeting

Chief Executive Officer

11.15 Responsibility

- (a) The CEO is responsible for the day to day operations of the Food Safety Information Council and therefore will chair the monthly meetings of the Executive. This is a paid position.

11.16 Accountability

- (a) The CEO is accountable to the Chair and is a non-voting member of the Board.
- (b) A set of Annual Key Performance Indicators, as set by the Board, will be required to be met and will be progress reviewed at six months and annually.

11.17 Specific Duties

- (a) Working with the Treasurer to manage and review the Budget which has been approved by the Board
- (b) Sourcing and managing sponsorship
- (c) Working with each Committee to meet their targets
- (d) Managing the Membership process
- (e) Managing the National Food Safety Information Library
- (f) Maintaining close working relationships with the jurisdictions
- (g) Attend scheduled meetings of the Board and Executive.
- (h) Managing the Council's Calendar
- (i) Ensuring that all invoices are paid when and as required
- (j) Providing Secretariat for all Board, Executive, Review, Planning, Annual General and Special General Meetings throughout the year.
- (k) Reviewing and managing the Business Plan
- (l) Managing the Gold Sponsorship.

12. Executive

Chairpersons of Standing Committees and Portfolio & Project Officers

- 12.1 Standing committees and portfolios may be established by the Board. Each standing committee or portfolio shall have a member of the Board nominated as the responsible person.
- 12.2 Project officers may also be nominated by the Board or the Responsible Board Member. The project officer is responsible to the Responsible Board Member. Remuneration Honorary position.
- 12.3 The Executive comprises the CEO and the Chairpersons of each Committee
- 12.4 Responsibility
- (a) To take up duties delegated by the Board and so enable the Council to achieve its stated aims. To work within the terms of reference for their committee, portfolio or project.
- 12.5 Accountability
- (a) The chairpersons of standing committees, portfolios and project officers are accountable to the Board through a specific Director for all duties delegated to them. They shall work within the Charter of their committee or portfolio in order to ensure that the highest standards are achieved.
- (b) If, at any time, private or work commitments make it impossible or difficult for a chairperson to carry out their duties then they should recommend to the Board that a replacement chairperson be appointed.
- 12.6 Specific Duties
- (a) Produce an annual written report to be received by the Secretariat by the 30th June each year.
- (b) Annually review the Charter for their committee or portfolio and report their recommendations to the Board.
- (c) Work with the CEO on the development and review of the Annual Business Plan and the Interim Report
- (d) Report in a written report to the Board on the activities of their committee or portfolio. This may be directly at a teleconference or via a Board member.
- (e) Appoint or co-opt members to their committee or portfolio and, if appropriate, request or accept resignations.
- (f) Convene and chair meetings of their committee or portfolio as the need arises.
- (g) Maintain ongoing files including; record of meetings, activities, correspondence, monies and contacts as required. When there is a change of chairperson these files should be available for hand-over to the new chairperson.
- (h) Make recommendations to the Board on programs and activities which may be conducted.

Duncan Craig 29/3/16 8:24 PM

Comment [6]: As per discussions with Trish

FOOD SAFETY INFORMATION COUNCIL BY-LAWS

- (i) Upon approval by the Board, arrange and organise appropriate activities and
- (j) functions.
- (k) Liaise with the Board and other committees to ensure there is no conflict between plans.
- (l) Ensure that the aims, objectives and standing of FSIC are enhanced by the activities of the committee or portfolio.
- (m) Attend monthly Executive meetings