MARNIN BOWA DUMBARA
FAMILY HEALING CENTRE

Board Remuneration Policy & Procedure

This is a Controlled Document

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Document Title	Board Remuneration
Policy Domain	Governance

Version History

Reviewing and approving this policy		
Frequency	**Person responsible**	**Approval**
Every two (2) years	Chief Executive Officer	Board Members

Policy review and version tracking			
Version	**Date Approved**	**Approved by**	**Next Review Due**
1.0	E.g. 10/2026	E.g. Member vote	E.g. 09/2027

Board Remuneration Framework

Background

Volunteers have generously contributed their time, skills and effort to support the governance and operations of Marnin Bowa Dumbara Aboriginal Corporation without remuneration throughout the history of the Corporation. As the organisation has grown and evolved, so too has the complexity of governance, legal and regulatory requirements, placing greater demands on officeholders and requiring a substantially higher level of time, involvement and responsibility. In recognition of these increased obligations and the commitment now required to effectively discharge the duties of a Director, appropriate remuneration is considered necessary. The Board Remuneration Framework formalise a remuneration structure for the Chairperson and Directors of the Corporation that reflects their statutory, fiduciary, and community leadership responsibilities, under Rule 10 of the Marnin Bowa Dumbara Aboriginal Corporation Rule Book. This will support good governance and continued viability of the Corporation.

Aim

This policy defines the payments and conditions for payments to the Board and Directors for services to the Corporation in carrying out Director duties.

Policy statement

Marnin Bowa Dumbara Aboriginal Corporation (MBDAC) are committed to ensuring good governance of the Corporation. We recognise the significant responsibilities on Members who take on the role of a Director of the Corporation. To do so, MBDAC remunerates Directors for specific duties associated with their appointed roles.

Director roles that a person can be appointed to will be defined in an appropriate role description document, commonly referred to a Job Description Form (JDF).

Remuneration of Directors for carrying out these roles is done under Rule 10.3 of the MBDAC Rule Book, subject to the requirement to disclose material personal interests and related party benefits under Rule 10.2.

The setting of the value of remuneration of Directors is to be:

- Reasonable in light of the duties required of a Director,
- Reviewed annually by Directors and Members, with recommendations made to Members by Directors.
- According to a published schedule of remuneration, approved by Members at the Annual General Meeting,
- Conducted on a transparent basis, with appropriate disclosure of payments through a published Board Remuneration Payment Schedule and organisational financial reporting,
- Capped on an annual basis.

Remuneration of Directors is paid under the following conditions:

- Where a Director carries out the duties of a Director, or where a Director incurs expenses associated with representing MBDAC for a pre-approved activity, event, or occasion.
- Payments are only made when duties are completed in full.
- Reimbursements for travel expenses or expenses incurred representing the Corporation on official business must be approved before the expense is incurred.
- Subject to caps on payments and reimbursements, both for each instance and annually.

- Only paid where MBDAC has the financial capacity to do so.
- Payments for reimbursement of travel related expenses will be made according to the Staff Travel Policy (POPSHRS04). Payments for all other Director duties are defined in this document.

Reporting or disclosure of payments to Directors will be on the following basis:

- Any payments to Directors for services rendered will be declared to the Australian Tax Office by MBDAC. Directors will manage their own reporting to the ATO as part of personal tax returns.
- Reported to Members at least annually at the Annual General Meeting.
- When requested by the Members, provided the required minimum number of Members make the request.

Payments to Directors will require approval by the CEO and at least one other Director, delegated to approve payments as a Signatory to the Corporation's accounts. Directors cannot approve their own payments.

Payments, following appropriate approvals, are made on the Corporation's regular payments cycle.

Rule 10.3 and this Policy do not prevent payments to Directors on the following basis:

- Where a Director is an employee of the Corporation, in their capacity as an employee.
- Where the Director provides goods or services to the Corporation under a contract of supply at a reasonable market cost, provided material personal interests and/or related party benefits have been disclosed.

Scope

- ### *Scope of Policy & Procedure*
  - In scope: This policy and associated procedures relate to payments MBDAC may make to Directors of the Corporation, for:
    - Fulfilling the duties of a Director of the Corporation,
    - Reimbursement of expenses incurred in fulfilling the duties of a Director of the Corporation.
  - Out of scope: This policy does not define or prevent payment to a Director of the Corporation where a Director:
    - is an employee of the Corporation, in their capacity as an employee.
    - provides goods or services to the Corporation under a contract of supply at a reasonable market cost, provided material personal interests and/or related party benefits have been disclosed.

This policy aligns with the following organisational Value:

Integrity – we are committed to making right choices without causing unjust outcomes, and we hold ourselves to account on a transparent basis.

Teamwork – we take responsibility for the duties and actions of our roles.

Community – we work together towards shared goals, and engage with our community respectfully without bias.

- ***Scope of Responsibilities***

The Board of Management is responsible for:

- Reviewing this Policy and Procedure, and presenting it to Members for approval.
- Reviewing the Board Remuneration Schedule and presenting it to Members, along with recommendations, for review and approval on an annual basis.
- Declaring any material personal interests and/or related party benefits.
- Ensuring Board Remuneration is conducted in accordance with the MBDAC Rule Book, in a responsible manner.
- Approval of payments to Directors.

The Members of the Corporation are responsible for:

- Reviewing this Policy and Procedure, and approving it, if they see fit to do so.
- Reviewing the Board Remuneration Schedule, along with recommendations from the Directors on an annual basis.
- Deciding on the value of Remuneration to Directors, represented in the Board Remuneration Schedule.

The Chief Executive Officer is responsible for:

- Monitoring payments and budget caps.
- Co-signing approval of payments to Directors.
- Working with financial officers and the Directors to ensure timely and correct reporting of payments to Directors to:
  - The Australian Tax Office.
  - The Members of the Corporation.

Operations Staff are responsible for:

- Administration staff, particularly financial officers, are responsible for processing payments to Directors, and checking:
  - For appropriate approvals
  - That payments do not exceed member approved caps.
- Financial officers are responsible for preparing financial reports to support timely and correct reporting of payments to Directors to:
  - The Australian Tax Office.
  - The Members of the Corporation.

Definitions

In this policy the following terms have the meaning given:

- "Duties completed in full", means:
  - Attendance at the whole of a meeting,
  - Attendance at the whole of an event, activity, or occasion where a Director represents the Corporation, or carries out the business of the Corporation,
  - Completion of training or professional development required in the discharge of Director duties.

- "Director" is a person appointed by the Corporation by resolution at a general meeting under Rule 8, provided the person has consented to be a Director of the Corporation.
- "Minimum number of Members" is defined based on the number of Members of the Corporation:
    - between 2 and 10 members – 1 member
    - between 11 and 29 members – 3 members
    - with 30 or more members – 10% of the membership.

Procedure

Procedures under Rule 10 of the MBDAC Rule Book and the CATSI Act 2006 (Cth)

1. Review of the Board Remuneration Framework

The Board Remuneration Framework, including the Board Remuneration Schedule, is reviewed every year, following this process:

1. The Directors review the Framework and the Remuneration Schedule each year.
2. The Directors check that the Framework still fits the duties, time, and responsibilities of Directors.
3. The Directors prepare a recommendation for Members. This may keep the Framework the same, or recommend changes.
4. The CEO checks the recommendation against the Corporation's budget and financial capacity.
5. The Directors present the recommendation to Members at the Annual General Meeting (AGM).

2. Approval of the Board Remuneration Framework at the AGM

Members must approve the Board Remuneration Framework and Schedule. This happens at the AGM, in line with the CATSI Act 2006 (Cth) and the MBDAC Rule Book.

1. The Directors give Members the proposed Framework and Schedule before the AGM.
2. The Directors present the Framework, Schedule, and any recommended changes at the AGM.
3. Members vote to approve, reject, or amend the Framework and Schedule.
4. The result of the vote is recorded in the AGM minutes.
5. If Members approve changes, the new Framework and Schedule apply from the date Members decide, and remain in place until the next review.
6. If Members do not approve the Framework, the current, previously approved Framework and Schedule continue to apply.

3. Approval for Representing the Corporation / Director Activities

A Director must get approval before carrying out a duty or activity that will be paid, and before incurring any expense.

1. The Director tells the CEO or Chairperson about the planned activity, duty, or event, before it happens, using the Director Activity Approval Form.
2. The CEO or Chairperson checks the activity against the Director's role and the Remuneration Schedule.
3. The CEO or Chairperson approves or declines the activity in writing (including email) before the Director carries it out.
4. If the activity involves travel or other expenses, these must also be approved in advance, in line with the Staff Travel Policy (POPSHRS04).
5. The Director completes the approved activity in full.

6. The Director provides evidence the activity was attended and completed (for example, an outline of what was done, an attendance record, Certificate etc.).
   - Payments are only made for duties that are completed in full.
   - Activities that are not approved in advance will not be paid or reimbursed.

4. Approval of Payments

All payments to Directors must be approved before they are made.

1. The Director submits a payment request, with evidence the duty or activity was completed and any required expense approvals.
2. The request is checked against the Board Remuneration Schedule and the approved annual cap.
3. The CEO reviews and approves the payment.
4. At least one other Director, who is a Signatory to the Corporation's accounts, also approves the payment.
5. A Director cannot approve their own payment.
6. If the payment would go over the annual cap, or MBDAC does not have the financial capacity to pay it, the payment is declined or delayed.
7. Approved payments are passed to Operations Staff for processing.

5. Processing of Payments

Once a payment is approved, it is processed by Operations Staff.

1. Operations Staff check that the payment has the required approvals (CEO and one other Director Signatory).
2. Operations Staff check that the payment does not exceed the Member-approved caps, for the single payment and for the year to date.
3. Operations Staff record the payment against the Director and the relevant budget.
4. Payment is made in the Corporation's next regular payment cycle.
5. Travel expense reimbursements are processed in line with the Staff Travel Policy (POPSHRS04). All other payments for completion of Director duties are processed under this Policy.

6. Reporting of Payments

6.1 Reporting to the Australian Tax Office (ATO)

1. Operations Staff, particularly financial officers, record all payments made to Directors during the year.
2. The CEO works with financial officers to prepare the required reports.
3. MBDAC declares payments made to Directors to the ATO, in line with ATO requirements and timeframes.
4. Directors are responsible for reporting these payments in their own personal tax returns.

6.2 Reporting to Members – Annual Reporting

1. Financial officers prepare a summary of all payments made to Directors during the year.
2. The CEO checks the summary for accuracy.
3. The Directors present the summary of payments to Members at the AGM, alongside the Board Remuneration Schedule and financial reports.

6.3 Reporting to Members – On Request

1. Members may request a report on payments made to Directors.

2. The request must be made by at least the minimum number of Members required under the MBDAC Rule Book and the CATSI Act 2006 (Cth).
3. The CEO and financial officers prepare the requested report.
4. The report is provided to Members within two weeks of the request being received.

Related documents

Policy and procedures:

- POPSHRS04 Staff Travel Policy

Forms, record keeping documents or other organisational documents:

- Board Remuneration Framework (Schedule 1 to this Policy), updated annually.
- Director Activity Approval Form
- MBDAC Consolidated Rule Book
- Attendance Records

Standards and Legislation

- Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)

References

"Payments to Directors" 2026. Office of the Registrar of Indigenous Corporations. [Online] Accessed 27th Aug, 2026 from https://www.oric.gov.au/for-corporations/roles-and-responsibilities/directors/payments-directors.

Schedule 1. Board Remuneration Schedule

Position	Remuneration	Conditions of Payment and Attendance Obligations
Chairperson	$15,000 per annum (fixed)	Inclusive of attendance at: • Four (4) quarterly Director Meetings • Four (4) public engagements per year • Monthly CEO meetings (every three weeks) • Annual General Meeting No additional sitting or public engagement fees apply.
Director (General)	$300 per meeting	Payable for full attendance at four (4) quarterly Director Meetings and the AGM. Partial attendance will not be remunerated.
Director (Public Engagement)	$125 per half-day $250 per day	Payable to Directors (excluding the Chairperson) attending approved public or community representation events on behalf of the Corporation.
Nominated Director (Signatory Role)	$125 per half-day $250 per day	One Director, at the Chairperson's discretion, will meet every three (3) weeks with the Chairperson and CEO to undertake signatory and financial review duties.

NOTE: A Half-Day is up to 3 hrs, a Full day is between 3 and 7 hrs.

Conditions and Governance Requirements

1. Attendance Verification: Payment for meetings applies only where attendance is recorded in minutes and endorsed by the Chairperson. For other approved activities, evidence of attendance or completion of the activity is required for payment to occur.
2. Annual Review: Remuneration is to be reviewed each year at the **Annual General Meeting.**
3. Record Keeping: All payments are to be recorded in accordance with Rule 14.4 and disclosed in annual financial statements, and as properly requested by the Members.
4. Disclosure: Directors must comply with Rule 10.2 and Division 265 of the CATSI Act for declaration of interest.
5. Effective Date: This Schedule will come into force when approved by Members, and will remain in force until amended or revoked by a subsequent Member resolution.