



# ASO Governance Statement

## *March 2023*

### *Overview*

The Adelaide Symphony Orchestra Group (ASO) is committed to best practice governance practices to ensure sound strategic leadership that encourages artistic vision and entrepreneurship as well as oversight of performance and accountability to its key stakeholders.

This Corporate Governance Statement describes the key corporate governance policies and practices of the ASO. The ASO's governance framework adopts the principles and recommendations of the Australia Council for the Arts' Essential governance practices for arts organisations (published January 2021) (Governance Practices) and is further guided by the AICD Not-for-Profit Governance Principles.

### *Principle 1: Vision/Mission – Why We Exist*

As set out in the Board Charter, it is the Board's responsibility to approve the ASO's articulation of its vision and mission in line with the ASO's objectives as set out in the Constitutions and its values. The Board approved the following vision as part of its Strategic Plan 2023 – 2024, submitted to Creative Australia (formerly Australia Council for the Arts and Arts SA) in June 2022:

#### **Vision**

To be recognised as a leading Australian Performing Arts organisation connecting through orchestral music.

#### **Mission**

We will bring to life extraordinary musical experiences for all as a direct result of serving our community through a range of engaging traditional and innovative music and community programmes emphasizing our competitive advantage of being South Australia's only professional symphony orchestra. We are sustained by the right balance of diverse and long-term sources of revenue.

Under the leadership of new CEO Colin Cornish, who joined ASO in March 2023, the Board continues to reflect on the evolution of the ASO's strategic goals and what that may entail for itself as an organisation and its role and impact for the wider community.



## *Principle 2: Delivering Performance*

### **Strategy**

The Board reviews the strategic direction of the ASO, and approves strategic and business plans and budgets. As part of the ASO's funding requirements it develops strategic plans incorporating artistic vision, financial viability and organisational capacity to deliver those plans. The Board contributes to the development of strategy to deliver defined outcomes and provides the final approvals. Strategy review and/or development is considered at least annually by the board in dedicated strategy sessions. In 2022, ASO submitted a Strategic Plan for 2023 – 2024, to Creative Australia (formerly Australia Council for the Arts and Arts SA).

### **Roles and Responsibilities**

The Board is guided by the ASO's objectives which are set out in the Constitutions and by the Board Code of Conduct and ASO's values and ways of working.

The Board's role is to govern and act in the best interests of the ASO as a whole, to represent and serve the interests of its stakeholders by overseeing and appraising the ASO's strategies, policies and fiscal and operational performance, and to challenge and hold management accountable, where appropriate. A formal Board Charter is in place setting out the roles and responsibilities of the Board. In 2022, the Board had two committees. The Finance, Audit and Risk Committee (FARC) and the Governance Committee.

The FARC's role is to oversee the integrity and adequacy of the ASO's accounting and financial reporting systems, policies and processes, review and recommend to the Board the ASO's annual budget, financial statements and disclosures, monitor significant financial and non-financial risks and oversee the ASO's internal and external audit program and risk management framework.

The Governance Committee's role is to assist and advise the Board in fulfilling its duties and responsibilities regarding the oversight and adequacy of ASO's governance framework, composition of the board, succession planning, and the performance and effectiveness of the Board and Managing Director.

In 2023 a subcommittee of the Board has also been established to provide advice and oversight of the marketing and fundraising functions of the business.

The Managing Director/CEO is responsible for implementing strategy, and the day-to-day management and operations of the ASO and, with the support of senior management, reports to the Board on the exercise of their delegated authority. The ASO's former Managing Director, Vince Ciccarello resigned in September 2022 and our new CEO, Colin Cornish commenced in March 2023.



## **Board skills and composition**

The Board recognises that having a diverse range of different skills, backgrounds and experience among its directors is important for robust decision-making and the effective governance of the ASO. An assessment of the optimum mix of these skills takes place against the skills matrix developed by the Board and reviewed periodically to ensure that the skills and experience are appropriate for the strategic objectives outlined by the Board.

## ***Principle 3: Support Systems and Processes***

### **Monitor and review**

The ASO's Board's annual agenda is set at the start of each financial year and includes meetings to approve budgets, strategic plans, artistic programming as well as other matters required to be considered by the Board and its committees in accordance with the ASO's delegation of authority thresholds. Senior managers provide regular updates to the Board on the activities and operations under their responsibility in person, by written report and through the Managing Director/CEO.

In 2022 the Board undertook a Board Effectiveness Evaluation, the aim of which was to assist the board identify ways in which it can develop and improve and demonstrate that it is working to continuously improve the way it fulfils its responsibilities. The Board evaluation for 2022 was internally-managed, based on self-assessment questionnaires and focused on Board effectiveness.

### **Reward fairly and responsibly**

The Board is responsible for appointment and removal of the CEO. Remuneration and other benefits for the CEO and senior management are set out in their contracts of employment.

Board members contribute their time, skills and expertise on a voluntary basis and as such do not receive remuneration from the ASO.

### **Diversity and Inclusion**

The ASO is committed to a diverse, inclusive and equitable workplace (including at Board level) and acknowledges the importance of diversity in the Board membership as a driver of Board effectiveness. Diversity encompasses gender diversity, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation and gender identity. This is articulated in the ASO's policies and is reinforced in initiatives such as the ASO's Disability Inclusion and Access Strategy and Reconciliation Action Plan.



### *Principle 4: Being Accountable*

#### **Manage risk and compliance**

The FARC assists the Board oversee the development, monitor execution and review the effectiveness of risk strategy, framework, policies and initiatives to identify and address the ASO's material risks as well as monitor management's performance against the risk management framework, the effectiveness of the control environment and implementation of risk reduction measures. A corporate risk register is maintained and is reviewed periodically.

The Board Code of Conduct and Conflict of Interest Policy provides guidance to the Board regarding managing conflicts of interest and a register of interests is maintained.

#### **Reporting**

The ASO prepares an annual report each year which includes financial statements and other reporting against key milestones including the Key Performance Indicators agreed under the ASO's Funding Agreement. The financial statements are independently verified by external auditors. A copy of the annual report is accessible on the ASO's website.

### *Principle 5: Relationships*

#### **Engage with stakeholders**

The ASO has many stakeholders including audiences, State and Commonwealth governments, donors, corporate sponsors and its musicians and staff. The Chair and Managing Director and other representatives meet regularly with stakeholders to foster open and meaningful engagement.

#### **Instil the right culture**

The ASO's culture is instilled by alignment to the ASO's values and purpose and led from the top. The ASO's Code of Conduct sets out expectations for behaviour and decision making for everyone.