

ASO GOVERNANCE STATEMENT

OVERVIEW

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

ASO acknowledges the Kurna people of the Adelaide Plains on whose land we live, rehearse and perform. We acknowledge the Traditional Owners of other lands on which our events and activities are held throughout South Australia. They were the first storytellers and the first musicians. We recognise and respect their enduring connection to land, waters and culture, and pay our respects to Elders, past and present.

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 Boards 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.

ASO is an aspirational team of artists and arts workers who together with a passionate and committed team of volunteers and supporters have a vision to:

be renowned for outstanding musicianship and performance, adaptability in reaching diverse communities and having a deep connection to South Australia

We believe the symphony orchestra can be a powerful model of community and are committed to strengthening our relatability to every South Australian through a diverse range of experiences and stories that connect with audiences from all parts of the state and beyond. Collaborative, large-scale projects led by ASO will provide opportunities for our community no matter their musical experience to continue their contribution to the creation of culture. It is our mission to:

serve the community of Adelaide, South Australia and Australia as exemplars and custodians of the orchestral music art form

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 2023, ASO submitted a Strategic Plan for 2025 – 2028, to Creative Australia.

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 2023, the Board had three committees: The Finance, Audit and Risk Committee (FARC), the Governance Committee and the Marketing, Sponsorship, Philanthropy and Development 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 CEO.

In 2023, the Marketing and Development Committee was established to provide oversight of ASO's marketing and fundraising strategies and activities in support of ASO's strategic goals. The Committee will contribute its collective skills, expertise and networks to provide a sounding board as required by management, open doors to new levels of support, and to make recommendations to the Board.

The 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 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 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 CEO.

In 2023 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 2023 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 Equity Diversity and Inclusion Policy and other associated policies.

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 CEO 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.