



## BOARD MEMBER POLICY

|                   |                               |                   |      |
|-------------------|-------------------------------|-------------------|------|
| Policy number     | 03                            | Version           | 1.0  |
| Drafted by        | Steve Halloran and Joy Taylor | Approved by Board | 2014 |
| Responsible party | Board                         | Scheduled review  | 2017 |

### INTRODUCTION

A Board operates more effectively if the members of the Board know their respective duties and obligations.

### PURPOSE

This policy seeks to ensure that members of the Board know their respective duties and obligations.

### POLICY

Members of the Board shall have their duties and obligations set out in Appendix A of the relevant procedures.

### AUTHORISATION

|                              |    |                          |    |
|------------------------------|----|--------------------------|----|
| Laurencia Grant<br>Secretary | LG | Edan Baxter<br>President | EB |
|------------------------------|----|--------------------------|----|



# BOARD MEMBER PROCEDURES

|                   |                               |                   |      |
|-------------------|-------------------------------|-------------------|------|
| Procedures number | 03-1                          | Version           | 1.0  |
| Drafted by        | Steve Halloran and Joy Taylor | Approved by Board | 2014 |
| Responsible party | Board                         | Scheduled review  | 2017 |

## RESPONSIBILITIES

The President or another Board member shall be responsible for including this policy in the induction package provided to new Board members.

The Secretary of the Board shall be responsible for ensuring that a copy of this policy is available for reference in Board meetings.

The Board shall be responsible for making a ruling on any point in dispute in this policy.

## PROCEDURES

This policy shall be included in the induction package provided to new Board members. A copy of this policy shall be available for reference in Board meetings. Any point in dispute in this policy shall be resolved by the Board.

Board members' roles, responsibilities, duties and obligations shall be set out in a duty statement for each position as per Appendix A, B, C and D to these procedures.

## AUTHORISATION

|                              |                          |
|------------------------------|--------------------------|
| Laurencia Grant<br>Secretary | Edan Baxter<br>President |
|------------------------------|--------------------------|

APPENDIX A

## POSITION STATEMENT: PRESIDENT

|   |  |
|---|--|
| Duties applicable to startup organisations only are given in <i>italics</i>                   |  |
| Statutory duties (i.e. those specifically required by law) are given in <b>blue bold type</b> |  |
| <b>Governance</b>   | Provide leadership to the organisation   |
|   | Ensure [in partnership with the Board] that the organisation's objectives, goals and mission are being followed  |
|   | Ensure [in partnership with the Board] that the organisation develops in the appropriate direction   |
|   | Ensure [in partnership with the Board] that the organisation operates in an ethically, environmentally, and socially responsible fashion   |
| <b>Planning</b>   | <i>Produce [in partnership with the Board] a Strategic Plan for the organisation</i>   |
|   | Ensure [in partnership with the Board] the regular review and development of the Strategic Plan  |
| <b>Meetings</b>   | Ensure that appropriate standing orders are in place   |
|   | With the Secretary, prepare the agenda in advance of the meeting   |
|   | <b>Chair Board meetings according to Standing Orders</b>   |
|   | Rule on issues of meetings procedure not covered in the Standing Orders  |
|   | Report to the Annual General Meeting on the situation of the organisation  |
|   | <b>Chair General Meetings according to Standing Orders</b>   |
| <b>Administrative &amp; Management</b>  | Chair the Executive Committee between Board meetings, as required  |
|   | Assign [in partnership with the Board] administrative duties to Board members and volunteers   |
|   | Personally carry out administrative duties as assigned   |
|   | Manage the business of the Board   |
|   | Manage the recruitment, induction, and training of Board members [in partnership with the Board]   |
|   | Manage [in partnership with the Board] the assessment, review and renewal of the Board   |
|   | Manage the organisation's grievance procedures   |
|   | Ensure the harmony of Board deliberations  |
|   | Manage [in partnership with the Board] the succession of the position of Chair   |
| <b>Media</b>  | Under the organisation's Media Policy, serve as spokesperson for the organisation as appropriate   |
| <b>Promotion</b>  | Promote the organisation in the community as opportunities arise   |
| <b>Negotiation</b>  | Serve [as nominated by the Board] in negotiation with other organisations  |
| <b>Legal</b>  | Ensure that <ul style="list-style-type: none"> <li>• the modes of performance of all legal requirements are featured in the procedures manual</li> <li>• the performance of all legal requirements is reported to the Board</li> <li>• the performance of all legal requirements is fully documented.</li> </ul> |
|   | Ensure that all legal requirements are met   |
| <b>Finance</b>  | With the Treasurer, ensure the organisation's financial control procedures are adequate and that risk management strategies are in place   |
| <b>Other duties</b>   | As for Board members (below)   |

APPENDIX B

**POSITION STATEMENT: BOARD TREASURER**

|   |  |
|---|--|
| Duties applicable to startup organisations only are given in <i>italics</i>                   |  |
| Statutory duties (i.e. those specifically required by law) are given in <b>blue bold type</b> |  |
| <b>Governance</b>   | Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of the organisation         |
|   | Advise the Board on matters of finance   |
|   | Advise the Board on fundraising  |
|   | <i>Ensure that appropriate financial policies and procedures are in place and fully documented</i>                             |
| <b>Planning</b>   | <i>Produce [in partnership with the Board] a Strategic Plan for the organisation</i>   |
|   | Ensure [in partnership with the Board] the regular review and development of the Strategic Plan                                |
| <b>Meetings</b>   | Report to the Board at each meeting on the financial situation of the organisation   |
|   | Report to the Board at each meeting on variances from the approved budget  |
|   | With the Secretary, place any necessary financial items on the Board agenda in advance of the meeting                          |
|   | Report to the Annual General Meeting on the financial situation of the organisation  |
| <b>Administrative &amp; Management</b>  | Serve on the Executive Committee between Board meetings  |
|   | Personally carry out financial duties as assigned  |
|   | Keep the books of the organisation   |
|   | Ensure the organisation's financial records are adequate, protected, backed up, and accessible.                                |
|   | Manage the organisation's banking  |
|   | Maintain the organisation's asset register   |
| <b>Finance</b>  | Ensure the organisation's financial control procedures are adequate and that appropriate safeguards against fraud are in place |
|   | Ensure that risk management strategies (including appropriate insurances) are in place   |
|   | <b>Collect and receive all money due to the organisation and make all payments authorised by the organisation</b>              |
|   | Oversee the organisation's investment strategy and report to the Board   |
|   | Prepare the Budget for the coming year   |
|   | Review income and expenditure against the budget on a continuous basis   |
| <b>Legal</b>  | Ensure the organisation's compliance with all applicable tax arrangements  |
| <b>Other duties</b>   | As for Board members (below)   |

APPENDIX C

## POSITION STATEMENT: BOARD SECRETARY

|   |   |
|---|---|
| Duties applicable to startup organisations only are given in <i>italics</i>                   |   |
| Statutory duties (i.e. those specifically required by law) are given in <b>blue bold type</b> |   |
| <b>Governance</b>   | <i>Ensure the preparation and adoption of appropriate Board policies</i>  |
| <b>Planning</b>   | <i>Produce [in partnership with the Board] a Marketing Plan for the organisation</i>                              |
|   | Ensure [in partnership with the Board] the regular review and development of the Marketing Plan                   |
|   | Ensure that appropriate standing orders are in place  |
| <b>Meetings</b>   | Organise the venue for Board meetings   |
|   | With the Chair, prepare the agenda in advance of each Board meeting   |
|   | Organise meeting papers for distribution before the meeting   |
|   | <b>Take minutes at each Board meeting and circulate to Board members</b>  |
|   | <b>Take minutes at each General Meeting and circulate to members of the organisation</b>                          |
| <b>Administrative &amp; Management</b>  | Serve on the Executive Committee between Board meetings   |
|   | Serve on Board committees as required   |
|   | <b>Maintain a register of members</b>   |
|   | <b>Handle the procedures for the admission of new members</b>   |
|   | <b>Handle the procedures for the resignation of members</b>   |
|   | <b>Handle the procedures for the discipline, suspension and expulsion of members</b>                              |
|   | <b>Organise General Meetings and notify members in advance</b>  |
|   | <b>Receive nominations for positions on the Board</b>   |
|   | <b>Keep in their custody all books, documents and securities, and make them available to members as requested</b> |
|   | Personally carry out administrative duties as assigned by the Chair   |
| <b>Media</b>  | <i>Ensure preparation and adoption of a Media policy</i>  |
| <b>Promotion</b>  | Promote the organisation in the community as opportunities arise  |
| <b>Negotiation</b>  | Serve [as nominated by the Board] in negotiation with other organisations   |
| <b>Legal</b>  | <b>Keep the Common Seal of the organisation or ensure seal is kept by the Public Officer</b>                      |
| <b>Other duties</b>   | As for Board members (below)  |

APPENDIX D

**POSITION STATEMENT: ORDINARY BOARD MEMBER**

|  |   |
|--|---|
| <b>General</b>                         | On being elected to the Board, undertake induction and training procedures as provided by the Board   |
| <b>Governance</b>                      | Consider, debate, and vote on issues before the Board on the basis of the best interests of the organisation only   |
|  | Comply with the rules, policies, and standing orders of the organisation  |
| <b>Planning</b>                        | Review and approve the organisation's Strategic Plan, and other consequential arrangements (Strategic Plan, Marketing Plan, etc)  |
| <b>Meetings</b>                        | Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence  |
|  | Where Board papers are circulated in advance of the meeting, read papers and consider issues before the meeting   |
|  | Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate  |
| <b>Administrative &amp; Management</b> | Undertake administrative duties as required   |
|  | Serve on 8CCC work teams as required  |
|  | Review and approve the organisation's systems for financial control and risk management   |
| <b>Media</b>                           | Make comments to the media only as provided in the organisation's Media Policy  |
| <b>Promotion</b>                       | Promote the organisation in the community as opportunities arise  |
| <b>Fundraising</b>                     | Participate enthusiastically in any fundraising approved by the Board   |
| <b>Legal &amp; Ethical</b>             | <b>Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation</b>  |
|  | <b>Avoid making any improper use of any information acquired by virtue of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation</b>        |
|  | <b>If they have any direct or indirect material personal interest in any contract with the organisation, inform the Board immediately</b>   |
|  | <b>If they have any direct or indirect material personal interest in any contract with the organisation, not vote in the Board on that issue</b>  |
|  | If they have any non-material personal conflict of interest in any matter before the Board, or believe that the perception of such a conflict might arise, inform the Board immediately and follow the Board's rulings as to proper procedure |
|  | At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus  |