

THE ROLE OF THE BOARD

The Board is responsible for the oversight of APA. As such, the authority of the Board is expressed as part of the constitution which should be read in conjunction with this role description.

The Role and Responsibility of General Board Members

The responsibilities of a Board member should be front of mind for all those who are fortunate enough to be appointed to the position. Board members of an association and not-for-profit organisation are the caretakers of the organisation. As such, they should be committed to improving the overall performance and wealth of the organisation for the benefit of its members and the wider community they serve.

The general responsibilities of a Board member include:

- > Maintain confidentiality of board / APA matters
- > Always act with the requisite care and diligence, demonstrating commercial reasonableness in decisions
- > Avoid conflicts of interest (see declaration of conflict-of-interest policy)
- > Act for the benefit of the association as a whole
- > Ensure the proper financial operations of the association, including that the association remains solvent
- > Attend to matters that require legal compliance, including tax, fair work, and consumer affairs requirements
- > Ensure and support the strategic direction of the association
- > Ensure the statutory requirements of the association comply with developments in common law
- > Discharge their duties in good faith, honestly, and in the best interests of the association, with the level of skill and care expected of a Board member
- > Owe a fiduciary duty to the association using the powers of office for proper purpose and in the best interests of the association as a whole
- > Never take improper advantage of the position of a Board member
- > Never allow personal interests, or the interests of any associated person, to conflict with the interests of the association
- > Make reasonable enquiries to ensure that the association is operating efficiently, effectively, and legally towards achieving its goals
- > Undertake proper due diligence and analysis of all proposals placed before the Board
- > Act in harmony with other Board members and acknowledge that other Board members may have differing views or values

- > Treat other Board members with respect at all times.

The Expectations the Board and General Board Members

A Board member has no individual authority to participate in the day-to-day management of the association, including making any representations or agreements with member companies, suppliers, business partners, employees, or other parties or organisations, unless such authority is explicitly delegated to that Board member by the Board. Such delegation must be recorded as a resolution within the minutes and referred to if needed.

Board members are expected to give their specific expertise generously to the association, and to keep confidential any Board discussions and deliberations. Board members are expected to be forthright in their meetings and have a duty to question, request information, raise issues, fully canvas all aspects of any issue confronting the association, and cast their vote on any motion according to their own decision.

There is a legal requirement for Board members to attend Board meetings as required by notice. Excuses such as a lack of time due to work or personal commitments could be deemed a breach of their duty as a Board member. Once appointed, Board members are obliged to attend all Board meetings unless incapacitated.

Outside the confines of the Boardroom, Board members are expected to support and acknowledge all Board resolutions or decisions. While not the spokesperson, the Board will be asked in discussions with members, suppliers, staff and other parties, in this instance is essential to only refer to the decisions of the Board rather than individuals. For example, "The Board resolved that the association would make their policy available to the government." The Board speaks with one voice, or not at all. Set positions are determined and provided to support as such.

Any confidential information received by Board members during the exercise of their duties remains the property of the association.

It is improper for Board members to disclose, or allow the disclosure of, any information received as Board members, unless that disclosure has been authorised by the person from whom the information is provided or is required by law. Board members who disclose information obtained in their role, without proper authority, may be prosecuted and possibly fined by the regulatory body, or maybe in breach of their member code of conduct and could be subject to disciplinary action such as removal from the Board.

Role and powers

The business of the Association must be managed by or under the direction of a committee.

The Board may exercise all the powers of the Association, except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

Your association may also have subcommittees, task forces, working groups and other that are tasked to manage events or other projects. However, overall, these subcommittees are responsible to the Board for all their outcomes.

Without limiting this general role, the principal functions and responsibilities of Board should include:

- > Setting the goals of the association through the strategic plan
- > Providing direction in the context of the strategic needs of the association
- > Determining the policies governing the association
- > Appointing and approving the terms and conditions for the appointment of the Chief Executive Officer.
- > Establishing, determining and reviewing the output of all board subcommittees
- > Approving the annual budget
- > Approving capital expenditure such as furniture and buildings
- > Using the strategic plan to review annual progress and performance in meeting the objectives of the association, including reporting on the outcome of such reviews.

The Board should ensure these activities are carried out either through the Chief Executive Officer, designated staff, or volunteers.

A primary task for the Board is to ensure consensus in all decision making, at the same time as encouraging the investigation, review, and debate relating to important matters presented to the Board for decision

Core Competencies of a Board Member

Board members must be able to demonstrate and apply core competencies and abilities that improve the decision making of the association. These core competencies should include the ability to:

- > Understand the overall purpose of the association and its reason for being
- > Contribute to the discussion at Board meetings.
- > Understand the difference between strategic and operational matters
- > Understand and implement the fundamentals of good governance
- > Understand financial reports and the overall financial performance of the association.
- > Understand the fundamentals of risk management
- > Understand, develop, and implement policy
- > Work as a member of a team, respecting the views of other Board members
- > Represent the association as required and promote the interests of the association
- > Undertake performance management tasks
- > Provide guidance to supply chain, procurement, finance, and design.