



Standard Operating Procedure 1:3

Board Members' Roles and Responsibilities

Associated Documents:

Assoc Doc 1: Acceptance of Election/Cooption to the Board

Relevant Constitution Rules:

Part 5 – Rule 44, 46, 47, 48

Related Documents:

Consumer Affairs Victoria Association Incorporation Reform Act, 2012

- Rules for impact for women Inc.

Strategic Plan – a work in progress

Standard Operating Procedures Manual - a work in progress

SOP 1.1: Constitution

SOP 1.2: Role of the Board

SOP 1.4: Board Code of Conduct

SOP 1.7: Board Members Conflict of Interest

SOP 4.4: Disciplinary Action involving a Member – Misconduct

SOP 4.5: Disciplinary Action involving a Member – Serious Misconduct

PURPOSE

impact's Office Bearers must understand the responsibilities of the office they hold and demonstrate the necessary commitment, skills and personal attributes to fulfil their obligations according to the requirements of the Constitution.

PROCEDURES

Step 1 – Understanding the Role of the Board and its individual members

- Copies of the requirements for each Office Bearer will be provided to all new Board Members as part of their organisational induction and to each Board Member prior to them accepting nomination to an Office Bearer position
- On confirmation of election to an Office Bearer position, each Office Bearer will affirm in writing that they understand the requirements of the role and that they will meet their obligations.

Step 2 – Criteria for admission to the Board

All Board Members must be an adult, 18 years or older, a financial member of **impact**.

A Board Member should not, in the past five [5] years have been insolvent or under administration. A Board Member may never have been convicted of a criminal offence.

If financial membership lapses and it is brought to the Members attention, they have until the next Board Meeting to rectify the situation or they will cease to be a Board Member.

Date of initial endorsement: 05 November 2018

Date reviewed:

Date of next review: November 2020

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Step 3 – Makeup of the Board

The **impact** Board will comprise of no less than seven (7) Members and no more than eleven [11] Members.

There will be four [4] Office Bearers, up to seven (7) Ordinary Members and the Immediate Past President:

- President
- Immediate Past President [ex-officio]
- Vice President
- Secretary
- Treasurer
- Ordinary Members [maximum of 7]

Each Board Position shall be elected for a two-year term.

Any **impact** Member may nominate or be nominated for a particular Office Bearer position for up to three [3] consecutive terms. That Member may then nominate or be nominated for a different Office Bearer or Ordinary Member role after that time if s/he wishes.

The exception to this will be **impact's** original President and Founder, Kathy Kaplan OAM, who may remain as President, if so elected at an AGM, with no specified time limit. After serving her time as Immediate Past President, she will then be honoured with the title of Founder and have the right to attend Board Meetings but with no voting rights. She may, however, put herself up for election for another Office Bearer or Ordinary Member role in which case, if elected, she would have voting rights as a result of holding that position.

No more than two Office Bearers shall usually be up for election at any one AGM.

The usual schedule of declaring positions vacant will be according to the table below:

	<i>Starting 2018 and even years</i>	<i>Starting 2019 and odd years</i>		<i>Starting 2018 and even years</i>	<i>Starting 2019 and odd years</i>
<i>President</i>		✓	<i>Ordinary Member 1</i>	✓	
<i>Vice-President</i>	✓		<i>Ordinary Member 2</i>		✓
<i>Treasurer</i>		✓	<i>Ordinary Member 3</i>	✓	
<i>Secretary</i>	✓		<i>Ordinary Member 4</i>		✓
			<i>Ordinary Member 5</i>	✓	
			<i>Ordinary Member 6</i>		✓
			<i>Ordinary Member 7</i>	✓	

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The Board may coopt an eligible Member of the Association to fill a vacant position on the Board due to resignation, expulsion or because it was left unfilled at the last Annual General Meeting. Coopted Board Members hold their position until the scheduled election date as per the table above.

While the Board may run with a vacancy however, the position of Secretary MUST be filled within 21 days of becoming vacant.

Step 4 – General Requirements and Responsibilities of Board Members

All Board Members

- all positions are voluntary and unpaid
- must hold a valid Working with Children's Check, Victorian Institute of Teaching's registration or equivalent
- all Board Members on **impact's** Board of Governance are expected to:
 - review papers in preparation for Board Meetings
 - attend Board Meetings
 - serve on at least one Committee
 - participate at other meetings and events as required and as able
 - attend and represent **impact** at external meetings and other forums in consultation with the President

Step 5 – General Breakdown of Individual Board Positions

President

As Chief Volunteer, the President:

- acts as one of the signatories to **impact's** bank accounts
- works with the Board, volunteers and community to further **impact's** mission and purpose
- acts as a spokesperson to the larger community and advocates for **impact's** cause
- ensures that new Board Members receive an Induction Package before they attend their first Board Meeting and ensures all of **impact's** Board Members are aware of their roles, responsibilities and rights

Immediate Past President

The Immediate Past President:

- works with the Board, volunteers and community to further **impact's** mission and purpose in an advisory capacity
- has no voting rights on the Board
- may act as a spokesperson to the larger community and advocate for **impact's** cause

Vice President

The Vice President acts for the President in his/her absence and is responsible for:

- the policies and procedures established by **impact**'s Board of Governance are documented and updated as required
- assists Committee Chairs to develop Terms of Reference for their Committee in keeping with **impact**'s mission, purpose and values
- ensures that Committees meet regularly and provide reports of their activities to the full Board

Treasurer

The Treasurer's role is to work with the independent accountant on **impact**'s finances on behalf of the Board and to be fully informed about the financial position of the organisation at all times.

The Treasurer also acts as the Association's Public Officer. As such, the Treasurer is responsible for:

- ensuring **impact**'s legislative reporting requirements are met
- providing to the Registrar notice of his/her appointment within 14 days of the appointment

The Treasurer, as a member of the Finance Committee:

- acts as one of the signatories to **impact**'s bank accounts, and in their absence, an alternate member should be appointed
- acts as **impact**'s Returning Officer
- deposits all monies received by **impact** and issues receipts within 5 working days
- disperses funds in the name of **impact** as authorised by **impact**'s Board
- in collaboration with the independent Accountant/Auditor, ensures that financial management systems, procedures and controls are in place and are followed
- ensures that appropriate arrangements are in place for the security and maintenance of **impact**'s physical assets
- coordinates the preparation of the annual budget and presents it to the Board
- ensures that expenditure remains within the annual budget
- prepares and provides accurate and informative financial reports and outcomes for the consideration for Board Meetings and as required
- ensures financial reporting requirements are met and that an annual external audit is conducted within the required timeframe
- prepares a Financial Overview to the Board for approval prior to being presented at the Annual General Meeting
- ensures that the Board receives qualified external advice before making any recommendations to the Board regarding investments or taking out of loans in **impact**'s name
- ensures that any declarations and/or actions related to the financials are recorded and kept as required by the Act

Secretary

The Secretary shall be a member of the Membership Committee and will liaise with the Treasurer/Returning Officer to ensure an up-to-date register of:

1. Members' names, email and street addresses, phone numbers, joining date and Membership status is maintained by the Membership Committee
2. Board Members' Working With Children's number and expiry date or Victorian Institute of Teaching registration number and expiry date

The Secretary will:

- ensure Membership Renewal notices are sent out in a timely manner
- provide Members with access to the Members' Register, the Minutes of General Meetings and other books and documents as appropriate

The Secretary is responsible for:

- preparing Agendas (in consultation with the Chair and President) for Board Meetings, the AGM and any other meetings of the organisation and ensures that the meeting room is set up.
- ensuring that Board Members receive Agendas, Minutes and any other papers in sufficient time for them to be considered before the Meeting
- recording Attendance at Board Meetings and notes Apologies
- taking Minutes of the Meeting in a way that the Board has endorsed and prepares them in written form for acceptance at the following Meeting
- ensuring relevant correspondence is presented at Board Meetings via the President, the AGM and other meetings and notes action to be taken in the Minutes
- ensuring **impact's** correspondence is dealt with in a professional and timely manner
- ensuring the accuracy and safe storage of Board files and records

Ordinary Board Member

An Ordinary Board Member will:

- sit on at least one of **impact's** Committees and actively contribute to its function
- develop skills in finance, governance and/or leadership while serving the interests of **impact** and its beneficiaries
- will attend Set Up and Packing Days as a matter of priority
- will attend as many events as possible
- will actively promote all impact events
- if on social media, will *comment upon* and *share* at least one of **impact's** social media posts weekly

Step 6 - Chairperson

The Board's Chair will be determined by the Board at the first meeting following each AGM. This may be a set or rotating role as determined by the Board from time to time.

The Chair's responsibilities include:

- ensuring that the Board acts according to the Constitution, follows sound meeting procedures and is effective in carrying out its responsibilities
- chairing and time keeping for Board and General Meetings
- ensuring accurate Minutes are taken and endorsed
- managing any grievances or disciplinary matters in relation to the performance of the President or other Board Members.

Step 7 - Ceasing to be a Board Member

- A Board Member may resign from the Board at any time by written notice addressed to the Board
- A person ceases to be a Member of the Board if s/he:
 - ceases to be a financial Member of the Association and this is not rectified prior to the next Board Meeting
 - fails to attend three [3] consecutive Board Meetings other than Special or urgent Board Meetings without prior apology or approved leave of absence
 - is dismissed as per the Board Code of Conduct SOP and Disciplinary Procedures