

<b>Policy: Board Operational Policy</b>		
Title	Description of Board Duties	Number: v1.19032010
Approved by	GORRC Executive Committee	Issue Date: 11/3/2010
Status	Operational	Next Review Date: 11/3/2012
Classification	Public	Last amended date:
Associated GORRC policies	Ethics Policy Board Member Induction Policy Board Member Contract Board Recruitment Policy Board Attendance Policy	

## Duty Statement: Board Chair

	<b>Small Organisations</b>	<b>Larger Organisations</b>
Duties applicable to startup organisations only are given in <i>italics</i> Statutory duties are given in <b>blue bold type</b>		
<b>Governance</b>	Provide leadership to the organisation	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's objectives, goals and mission are being followed
	Ensure [in partnership with the Board] that the organisation develops in the appropriate direction	Work with the EXECUTIVE OFFICER to 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	Work with the EXECUTIVE OFFICER to 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>	<i>Oversee [in partnership with the Board] the production of a Strategic Plan for the organisation</i>
	Ensure [in partnership with the Board] the regular review and development of the Strategic Plan	Oversee [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	Ensure that appropriate standing orders are in place
	With the Secretary, prepare the agenda in advance of the meeting	With the Secretary and the EXECUTIVE OFFICER, prepare the agenda in advance of the meeting
	<b>Chair Board meetings according to Standing Orders</b>	<b>Chair Board meetings according to Standing Orders</b>
	Rule on issues of meetings procedure not covered in the Standing Orders	Rule on issues of meetings procedure not covered in the Standing Orders
	Report to the Annual General Meeting on the situation of the organisation	Report to the Annual General Meeting on the situation of the organisation
	<b>Chair General Meetings according to Standing Orders</b>	<b>Chair General Meetings according to Standing Orders</b>
<b>Administrative &amp; Management</b>	Chair the Executive Committee between Board meetings	Chair the Executive Committee between Board meetings
		Serve on Board committees as required
		Liaise with Board committee chairs and report to the Board where appropriate
	Assign [in partnership with the Board] administrative duties to Board members and volunteers	
	Personally carry out administrative duties as assigned	
		<i>Ensure that appropriate recruitment policies and procedures are in place for EXECUTIVE OFFICER and other staff</i>
		<i>Oversee the recruitment of the EXECUTIVE OFFICER</i>

		Ensure that appropriate personnel policies and procedures are in place for EXECUTIVE OFFICER and other staff
		Oversee the annual performance review of the EXECUTIVE OFFICER
		Oversee the succession of the EXECUTIVE OFFICER
	Manage the business of the Board	Oversee the management of the business of the Board
	Manage the recruitment, induction, and training of Board members [in partnership with the Board]	Oversee the management of 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	Oversee the management [in partnership with the Board] of the assessment, review and renewal of the Board
	Manage the organisation's grievance procedures	Oversee the management of the organisation's grievance procedures
	Ensure the harmony of Board deliberations	Ensure the harmony of Board deliberations
	Manage [in partnership with the Board] the succession of the position of Chair	Manage [in partnership with the Board] the succession of the position of Chair
		Serve as liaison with the EXECUTIVE OFFICER and, through them, to the staff
		In consultation with the EXECUTIVE OFFICER, report to the Board on staff management issues
		In consultation with the EXECUTIVE OFFICER, draw up EXECUTIVE OFFICER succession policy

<b>Media</b>	Under the organisation's Media Policy, serve as spokesperson for the organisation as appropriate	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	Promote the organisation in the community as opportunities arise
<b>Negotiation</b>	Serve [as nominated by the Board] in negotiation with other organisations	Work with the EXECUTIVE OFFICER in negotiation with other organisations; report to the Board
<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>	Oversee staff to 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	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	With the Treasurer, oversee the EXECUTIVE OFFICER to ensure that 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)	As for Board members (below)

## Duty Statement: Board Treasurer

	<b>Small</b>	<b>Large</b>
Duties applicable to startup organisations only are given in <i>italics</i> Statutory duties 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	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 matters of finance
	Advise the Board on fundraising	Advise the Board on fundraising
	<i>Ensure that appropriate financial policies and procedures are in place and fully documented</i>	<i>Oversee the production of appropriate fully documented financial policies and procedures</i>
<b>Planning</b>	<i>Produce [in partnership with the Board] a Business Plan for the organisation</i>	<i>With the EXECUTIVE OFFICER, oversee [in partnership with the Board] the production of a Business Plan for the organisation</i>
	Ensure [in partnership with the Board] the regular review and development of the Business Plan	With the EXECUTIVE OFFICER, oversee [in partnership with the Board] the regular review and development of the Business 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 the financial situation of the organisation
	Report to the Board at each meeting on variances from the approved budget	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	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	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	Serve on the Executive Committee between Board meetings
		Chair the Finance Committee
		Serve on Board committees as required
		Liaise with Board committee chairs on financial issues and report to the Board where appropriate
	Personally carry out financial duties as assigned	
	Keep the books of the organisation	Oversee the organisation's bookkeeping
	Ensure the organisation's financial records are adequate, protected, backed up, and accessible.	With the Chair, oversee the EXECUTIVE OFFICER in ensuring that the organisation's financial records are adequate, protected, backed up, and accessible.
	Manage the organisation's banking	Oversee the organisation's banking
	Maintain the organisation's asset register	Oversee the maintenance of 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	Oversee the EXECUTIVE OFFICER to ensure that 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	Oversee the EXECUTIVE OFFICER to 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>	<b>Oversee the collection and reception of all money due to the organisation and the making of all payments authorised by the organisation</b>
	Oversee the organisation's investment strategy and report to the Board	With the EXECUTIVE OFFICER, oversee the organisation's investment strategy and report to the Board
	Prepare the Budget for the coming year	Oversee the preparation of the Budget for the coming year

	Review income and expenditure against the budget on a continuous basis	Oversee the review of income and expenditure against the budget on a continuous basis
<b>Legal</b>	Ensure the organisation's compliance with all applicable tax arrangements	With the EXECUTIVE OFFICER, ensure the organisation's compliance with all applicable tax arrangements
<b>Other duties</b>	As for Board members (below)	As for Board members (below)

## Duty Statement: Board Secretary

	<b>Small</b>	<b>Large</b>
Duties applicable to startup organisations only are given in <i>italics</i> Statutory duties are given in <b>blue bold type</b>		
<b>Governance</b>	<i>Ensure the preparation and adoption of appropriate Board policies</i>	<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>	<i>Oversee [in partnership with the Board] the production of a Marketing Plan for the organisation</i>
	Ensure [in partnership with the Board] the regular review and development of the Marketing Plan	Oversee [in partnership with the Board] the regular review and development of the Marketing Plan
	Ensure that appropriate standing orders are in place	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	With the Chair and the EXECUTIVE OFFICER, prepare the agenda in advance of each Board meeting
	Organise meeting papers for distribution before the meeting	Oversee the distribution of meeting papers before the meeting
	<b>Take minutes at each Board meeting and circulate to Board members</b>	<b>Take minutes at each Board meeting and circulate to Board members</b>
	<b>Take minutes at each General Meeting</b>	<b>Take minutes at each General Meeting and</b>



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	and circulate to members of the organisation	circulate to members of the organisation
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<b>Administrative &amp; Management</b>	Serve on the Executive Committee between Board meetings	Serve on the Executive Committee between Board meetings
	Serve on Board committees as required	Serve on Board committees as required
	<b>Maintain a register of members</b>	<b>Oversee the maintenance of a register of members</b>
	<b>Handle the procedures for the admission of new members</b>	<b>Oversee the procedures for the admission of new members</b>
	<b>Handle the procedures for the resignation of members</b>	<b>Oversee the procedures for the resignation of members</b>
	<b>Handle the procedures for the discipline, suspension and expulsion of members</b>	<b>Oversee the procedures for the discipline, suspension and expulsion of members</b>
	<b>Organise General Meetings and notify members in advance</b>	<b>Oversee the organisation of General Meetings</b>
	<b>Receive nominations for positions on the Board</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>	<b>Keep under their control 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>	<i>Ensure preparation and adoption of a Media policy</i>
	Under the Media Policy, serve as spokesperson for the organisation as appropriate	Under the Media Policy, serve as spokesperson for the organisation as appropriate
<b>Promotion</b>	Promote the organisation in the community as opportunities arise	Promote the organisation in the community as opportunities arise

<b>Negotiation</b>	Serve [as nominated by the Board] in negotiation with other organisations	Serve [as nominated by the Board] in negotiation with other organisations
<b>Legal</b>	<b>Keep the Common Seal of the organisation</b>	<b>Keep the Common Seal of the organisation</b>
<b>Other duties</b>	As for Board members (below)	As for Board members (below)

### Duty Statement: Ordinary Board Member

	<b>Small</b>	<b>Large</b>
<b>General</b>	On being elected to the Board, undertake induction and training procedures as provided by the Board	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	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	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 (Business Plan, Marketing Plan, etc)	Review and approve the organisation's Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, etc)
<b>Meetings</b>	Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence	Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence
	Where Board papers are circulated in advance of the Board meeting, read papers and consider issues before the meeting	Where Board papers are circulated in advance of the Board meeting, read papers and consider issues before the meeting

	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate
<b>Administrative &amp; Management</b>		Approach employees of the organisation (paid or unpaid) only through the EXECUTIVE OFFICER
	Serve on Board committees as required	Serve on Board committees as required
	Review and approve the organisation's systems for financial control and risk management	Review and approve the organisation's systems for financial control and risk management
	Undertake administrative duties as required	
<b>Media</b>	Make comments to the media only as provided in the organisation's Media Policy	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	Promote the organisation in the community as opportunities arise
<b>Fundraising</b>	Participate enthusiastically in any fundraising approved by the Board	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 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>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 pecuniary interest in any contract with the organisation, inform the Board immediately</b>	<b>If they have any direct or indirect pecuniary interest in any contract with the organisation, inform the Board immediately</b>
	<b>If they have any direct or indirect pecuniary interest in any contract with the organisation, not vote in the Board on that issue</b>	<b>If they have any direct or indirect pecuniary interest in any contract with the organisation, not vote in the Board on that issue</b>
	If they have any non-pecuniary 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	If they have any non-pecuniary 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	At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus

## Points to Note

If a task is assigned to one person ("X is responsible for ensuring that the objectives, goals and mission of the organisation are being followed"), then you can assume that no other person will concern themselves with the matter. If a task is so essential as to be assigned to all staff ("All staff are responsible for ensuring that the objectives, goals and mission of the organisation are being followed"), then it's likely that nobody at all will concern themselves with the matter. The duties of a position are the flip side of the powers of a position. The more responsibilities you heap on any person, the more power that person has. If you wish for a powerful executive capable of acting on its own initiative, allocate them heavy responsibilities. If you wish your executive to carry out the wishes of the Board and to be under its continuous direction, assign these responsibilities to the whole Board and not the executive. In the community sector the same thing may have many different names, and some names may apply to many different things. To simplify matters a little in some places we've settled on using one name throughout. So in this respect:

<b>Board</b>	means the governing body of a not-for-profit or community organisation – and covers	<ul style="list-style-type: none"> <li>▪ Councils</li> <li>▪ Boards of Directors</li> <li>▪ Committees of Management</li> </ul>
<b>Board member</b>	means a member of a governing body – and covers	<ul style="list-style-type: none"> <li>▪ Members</li> <li>▪ Directors</li> <li>▪ Trustees</li> </ul>
<b>Chief Executive Officer</b>	means the (paid) head manager of the organisation – and covers	<ul style="list-style-type: none"> <li>▪ Managing Directors</li> <li>▪ Administrative Officers</li> <li>▪ Principals</li> </ul>
<b>Executive Officer</b>	means the (unpaid) head manager of the organization – and covers	<ul style="list-style-type: none"> <li>▪ Managing Directors</li> <li>▪ Administrative Officers</li> <li>▪ Principals</li> </ul>
<b>Not-for-profit (NFP) or NPO</b>	means any not-for-profit or community organisation – and covers	<ul style="list-style-type: none"> <li>▪ Associations</li> <li>▪ NFP Companies</li> <li>▪ Non-profits</li> <li>▪ Community groups</li> </ul>