

Board and Director Roles and Responsibilities

Under common law, governing committee members and board members have a responsibility to act honestly, exercise reasonable care and skill and understand their fiduciary duties whilst performing their necessary tasks on behalf of the organisation.

Role of the board

The board's primary responsibility is one of stewardship and trusteeship on behalf of stakeholders, ensuring that the legal entity, i.e. the company or association, remains viable and effective in the present and for the future. The board is ultimately accountable for all organisation matters.

The board ensures the organisation has a secure long term future by:

- Establishing the organisation's strategic direction and priorities.
- Interacting with key stakeholders to inform them of achievements and ensuring they have input into determining strategic goals and direction.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.
- Monitoring organisational performance and evaluating the achievement of the strategic and business plans and annual budget outcomes.
- Reporting back to the stakeholders at the Annual General Meeting (AGM).
- Establishing the policy framework for governing the organisation from which all operational policies and actions are developed.
- Ensuring the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- Defining key relationships between the organisation and its stakeholders and other key individual and organisations/groups.
- Appointing, setting targets in order to evaluate the performance of and reward as appropriate, the President.
- Monitoring President and organisational compliance with the relevant federal, state and local legislation and bylaws, and with the organisation's own policies.
- Providing advice and guidance to the PRESIDENT as required.
- Assessing risks facing the organisation, establishing a risk management plan and monitoring compliance.
- Evaluating the effectiveness as a board.
- The board's job is to create the future, not mind the shop.

Code of conduct

The board has a legal and moral responsibility to manage their organisation in the best interests of the community it serves. Board members should demonstrate professional ethical behaviour at all times – in their responsibilities to the organisation, in their professional relationships with each other, and in their professional service to the community.

A code of conduct is an effective tool to provide clarity around the behaviours expected of board members in their role with the organisation. You may wish to consider the following points as a guide when developing a code of conduct suitable for your organisation.

Board members should:

- Act honestly, in good faith in the exercise of their duties, for the best interest of the organisation.
- Perform the duties of their office impartially, uninfluenced by fear or favour.
- Exercise the degree of duty of care and diligence in fulfilling the functions of the office and exercising the functions of that office.

- Recognise that the primary responsibility is to the members as a whole but should, where appropriate, have regard for the interests of all stakeholders of the organisation.
- Not make improper use of information acquired by the use of their position as a board member to gain, indirectly or directly, an advantage for himself or herself or for any other person or to cause detriment to the sport.
- Not take improper advantage of the position.
- Not allow personal interests or the interests of any associated persons, or sectional interests to conflict with the interests of the organisation.
- Should not engage in conduct likely to bring discredit upon the organisation.
- Be clear and understand the roles, responsibilities and reporting relationships of the board and professional staff.
- Not individually instruct the Chief Executive Officer on matters relating to operational issues.
- Properly observe their responsibility as the Chief Executive Officers employer.
- Attend all board meetings. Where attendance is not possible members will submit an apology. If absence is likely to extend for several consecutive meetings, members will obtain leave of absence.
- At board meetings recognise the authority of the Chair.
- Listen to and respect opinions of fellow colleagues.
- Debate issues in a non-threatening, co-operative manner at all times.
- Prepare for meetings by:
 - Preparing timely and complete reports as required for the member's board position.
 - Reading and considering papers circulated with the agenda.
 - Express concerns to the Chairperson or other relevant authority about decisions or actions contrary to the board's public duty.
- Maintain confidentiality and not divulge information deemed confidential or sensitive. If members are uncertain they should seek direction from the Chairperson.
- Avoid discussing board business in public places where there is a likelihood of being overheard.
- Have an obligation to be independent in judgement and actions and to take reasonable steps to be satisfied as to the soundness of all decisions of the board.
- Ensure that the organisation's assets are protected via a suitable risk management strategy.
- Not demand or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind, outside the scope of their entitlements as a board member, unless authorised by the Chairperson.
- Have an obligation to comply with the spirit, as well as the letter of the law and with the principles of this code.
- Abide by board decisions once reached.
- Once decisions are made, speak with one voice.

Conflict of interest

Generally, a conflict of interest situation arises when a board member's duty to their organisation clashes with their duties, obligations or interests elsewhere – their business or workplace interests, for example, or even those their family or friends.

Conflict of interest policy

Some examples of conflict of interest could be but are not limited to:

- When a board member or their immediate family or business interests stands to gain financially from any business dealings, programs or services of the organisation.
- When a board member offers a professional service to the organisation themselves.
- When a board member stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.
- Where a board member or the ex/officio member of the board has a role on the governing body of another organisation, where the activities of that other body may be in direct conflict or competition with the activities of the SWHA

You may wish to consider the following points to help guide you in developing a conflict of interest policy suitable for your organisation:

- Eligibility for Board membership must at all times be in compliance with the associations constitution.
- Any business or personal matter, which could lead to a conflict of interest of a material nature involving a board member and their role and relationship with the organisation must be declared and registered in a register of interests.
- All such entries in the register shall be presented to the board and minuted at the first board meeting following entry in the records.
- All conflicts of interest must be declared by the board member concerned at the earliest time after the conflict is identified.
- The board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
- Where a conflict of interest is identified and/or registered, and the board has declared that it is of material benefit to the individual or material significance to the organisation, the board member concerned shall not vote on any resolution relating to that conflict or issue.
- The board member shall only remain in the room during any related discussion with board approval.
- The board will determine what records and other documentation relating to the matter will be available to the board member.
- All such occurrences will be minuted.
- Board members, aware of a real or potential conflict of interest of another board member, have a responsibility to bring this to the notice of the board.