

1. POLICY

To ensure effective governance of Gippsland Women's Health (GWH) within the context of the Constitution and the legal and regulatory obligations for organisational governance.

2. CONTEXT

Board Directors are accountable for the overall performance of the organisation - they do not act in an operational function. Power of Board Directors, responsibilities and accountabilities are granted and assigned under the Associations Incorporation Reform Act (2012) and the GWH Constitution.

3. BOARD ROLE

As described by the Australian Institute of Company Directors (AICD) the role of the Board is to supervise the organisation's business in two broad areas:

1. **Overall business performance** - ensuring the organisation develops and implements strategies and supporting policies to enable it to fulfil the objectives set out in the organisation's constitution. The Board delegates the day to day management of the organisation to the CEO and supports management through the CEO for the organisations performance.
2. **Overall compliance performance** - ensuring the organisation develops and implements systems to enable it to comply with its legal and policy obligations (complying with statutes such as the Corporations Act 2001, adhering to accounting standards, meeting funding and service agreement requirements) and ensure the organisation's assets are protected through appropriate risk management.

Board Directors have legal, regulatory and fiduciary duties including:

- Ensuring the financial affairs are managed responsibly and the organisation remains solvent for 12 months ahead
- Carry out their duties with care and diligence
- Carry out their duties in good faith in the best interests of the Association, and for a proper purpose (not for example, their own profit)
- Not use information acquired through their position for personal advantage, the advantage of others, or to the detriment of the Association
- If an office holder makes a business decision relating to the operation of the Association, they must among things:
 - make that decision in the best interests of the Association
 - not have a personal interest in the decision

4. BOARD RESPONSIBILITIES

Responsibilities of Board Directors include:

- 4.1 Ensuring the financial robustness of the organisation
- 4.2 Driving the strategic direction of the organisation
- 4.3 Appointing and managing the performance of a suitable CEO and succession planning for the CEO
- 4.4 Working with the CEO to enable the organisation to obtain the resources, funds and personnel necessary to implement the organisation's strategic objectives.
- 4.5 Implementing, maintaining and refining a system of good governance appropriate for the organisation
- 4.6 Reviewing regular reports and monitoring the performance of the organisation
- 4.7 Appointment of Board sub-committees including Terms of Reference and regular reporting to full Board
- 4.8 Ensuring the organisation meets its legal and regulatory obligations as due
- 4.9 Ensuring the Board's structure and composition, is appropriate for the organisation

While the above points encompass overall Board responsibilities there are also other unique considerations for not for profit Boards of management including:

- Challenges in defining and measuring organisational effectiveness
- Role boundaries between strategic, governance and operational matters
- Funding dependencies and constraints

5. BOARD POSITION RESPONSIBILITIES

5.1 Board Chair

- Is an essential Board partner in achieving the organisation's aims and objectives
- Provides leadership to Board Directors including:
 - Chairs Board meetings
 - Encourages the full Board's role in strategic planning
 - Helps guide and mediate Board actions with respect to organisational priorities and governance concerns.
- Approves the appointment of sub-committee Chairs, in consultation with other Board Directors
- Can participate in Board sub-committees and attends their meetings when invited
- Provides leadership to the CEO and:
 - To whom the CEO is accountable
 - Reviews with the CEO any issues of concern
 - Formally evaluates the performance of the CEO
 - Develops meeting agendas with the CEO
- Monitors financial planning and financial reports.
- Participates in regular evaluation of the performance of the organisation in achieving its aims and objectives
- Performs other responsibilities agreed by the Board

5.2 Deputy Chair

In addition to the responsibilities outlined for general Board Directors, this position:

- Performs Chair responsibilities when the Chair cannot be available
- Reports to the Board Chair
- Works closely with the Chair and CEO
- Participates closely with the Chair, CEO and Nominations sub-committee to develop and implement Board succession planning
- Performs other responsibilities as assigned by the Board

5.3 Board Treasurer

- Provides oversight of finances of the organisation in consultation with the CEO
- Ensures a Compliance and Risk Register is established, maintained and regularly reported upon
- In consultation with the CEO and Finance sub-committee members recommend an annual budget to the Board for approval
- Ensures an external audit is prepared in advance of the AGM for consideration and recommendation by the Board
- Ensures development and Board review of financial policies and procedures in consultation with CEO and Finance sub-committee members

5.4 Board Secretary

Under the Association Incorporations Reform Act, the Secretary is the legal primary contact for the organisation and has responsibility for ensuring:

- Forms and documents are submitted to Consumer Affairs Victoria including the Annual Statement and Annual Audited Financial Statement
- Oversight of the administrative functions of the Board such as minutes and receipt of correspondence addressed to the Board
- Oversight of membership including accurate record keeping

- Constitutional obligations including:
 - Oversight of access to membership records
 - Oversight of member disciplinary process with the Board Chair
 - Receiving requests from members for Special General Meeting
 - Ensuring adequate notice is given of the Annual General Meeting and any Special General Meeting
 - Access to the organisational Common Seal stamp where required
 - Oversight of the application to the Registrar for changes/amendments to Constitution

5.5 Board sub-committee Chair

Sets the tone for sub-committee work including:

- Ensure that members have the information needed to do their jobs
- Oversees the logistics of sub-committee operations
- Reports to the Board Chair where required
- Reports to the full Board on sub-committee decisions/recommendations
- Works closely with the CEO and other staff as nominated by the CEO
- Assigns work to the sub-committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes in consultation with CEO
- Initiates and leads the sub-committee annual evaluation.

5.6 Board Directors

- Regularly attends Board meetings and important related meetings
- Makes serious commitment to participate actively in Board and sub-committee work
- Stays informed about Board matters and prepares themselves well for meetings
- Builds a collegial working relationship with other Board Directors that contributes to consensus
- Is an active participant in the Boards annual evaluation and strategic planning efforts
- Undertake training necessary for the role of Board Director, including compulsory internal Finance and Risk training
- Understands and approves the organisation's annual financial statements in the context of solvency

Note: GWH indemnifies its office holders from liability for activities they undertake on behalf of the Association in good faith, although not where they have deliberately broken the law.

6. RELATED POLICIES AND FORMS

- GWH Professional Indemnity and Personal Accident Insurance (VMIA) Certificate
- Gov-01 Privacy and Confidentiality
- Gov-02 Board Code of Conduct
- Gov-04 Board Orientation Procedure
- Gov-07 Risk Management Policy
- Gov-13 Board recruitment and nomination Policy
- Gov-17 Conflict of Interest and Related Parties Policy
- Gov-18 Whistleblower Policy
- Gov-19 Fraud Policy
- Gov-20 Financial Management Policy
- Gov-21 Delegation of Authority
- Gov-22 Donations Policy
- Gov-23 Child Safety Standards
- Gov-24 Disclosure of Harm to child or children Policy
- Gov-25 Vaccination Policy
- Gov-26 Modern Slavery Statement

7. REFERENCES

- Gippsland Women's Health Constitution [GWH Constitution](#)
- Australian Charities and Not for Profit Commission [ACNC](#)
- Australian Institute of Company Directors [AICD](#)
- Institute of Community Directors Australia [Institute of Community Directors Australia \(ICDA\)](#)
- Justice Connect Not For Profit Law [Not-for-profit Law | Legal Help for Not-for-Profit Organisations](#)
- Association Incorporation Reform Act 2012 [Associations Incorporation Reform Act 2012 \(legislation.vic.gov.au\)](#)