

Board members, and especially the roles of Chair and Treasurer, hold positions of significant responsibility. Undertaking these responsibilities effectively and with integrity requires a commitment of time and effort. This document sets out the responsibilities and expectations of the role.

## 1. Legal Requirements Applying to All Board Members

### 1.1 Requirements of the *Associations Incorporation Act 1991*

The *Associations Incorporation Act 1991* requires that board members govern an organisation with due care and diligence, including:

- abiding by the mission, objects and rules
- conducting business with honesty and integrity
- complying with the law and meeting contractual obligations
- ensuring the organisation remains financially solvent and does not trade when insolvent

### 1.2 Requirements of the Australian Charities and Not-for-Profit Commission (ACNC)

The ACNC requires charities to meet five Governance Standards. Governance Standard 5 requires that board members are aware of their duties and comply with them. This includes:

- acting with reasonable care and diligence
- acting honestly and fairly in the best interests of the organisation and its charitable purposes
- not misusing their position or information they gain through their position
- disclosing actual or potential conflicts of interest
- ensuring that the financial affairs of the organisation are managed responsibly
- not allowing the organisation to operate while it is insolvent

### 1.3 Disqualification

Board members must immediately resign from the Board if they are suspended or removed by the Commissioner from being a responsible person of a registered entity or if they are disqualified from managing a corporation:

- within the meaning of the *Corporations Act 2001*
- within the meaning of the *Australian Charities and Not-for-profit Commission Regulation 2013*

## 2. Other Requirements of Board Members

### 2.1 Exercise reasonable care and diligence

Board members must ensure they understand and fulfil their roles and responsibilities, including:

- devoting adequate time to the role, including in preparing for, attending, and participating in meetings and the broader work of the Board and its subcommittees

- not missing meetings without adequate cause and if non-attendance is unavoidable seeking leave of absence from the Chair in advance of the meeting
- committing energy and drive to assist in achieving the Board goals and supporting the effectiveness of the entity
- cultivating a genuine interest in the WLC, an understanding of the issues affecting its business, and an awareness of related social and legal issues
- respecting the distinction between the roles of the Board and CEO

### 2.2 Act in good faith

Board members must act in good faith and in the best interests of the WLC by:

- not using their position, or information obtained through their position, to gain an advantage for themselves or someone else, or cause detriment to the WLC (see also Conflict of Interest)
- acting in a manner that upholds the WLC's integrity and good reputation (see also Code of Conduct)
- upholding the values of justice, diversity and inclusion by considering the Board's role in shaping organisational culture

### 2.3 Maintain Board solidarity and collective responsibility

Board solidarity is critical to effective leadership. Board members of the WLC must:

- treat colleagues with respect and courtesy and in a manner that elicits their best contributions
- be accountable for the decisions of the Board, and not publicly speak against them
- maintain the confidentiality of materials, discussions and decisions, except where authorised to waive such confidentiality
- not speak publicly for the Board unless authorised to do so

### 2.4 Contribute strategically

The work of the Board depends on the contribution of its members. All board members must use their best endeavours to contribute to the work of the Board in a manner that is constructive, informed and strategic. This includes:

- helping to shape the WLC's strategic direction by participating in developing and reviewing the Strategic Plan and other key strategic activities
- thoughtfully exploring, assimilating and acting on information provided to board members, making enquiries about any critical gaps, and where appropriate, demonstrating personal courage in challenging ideas and processes
- effectively applying any specialised or relevant skills and knowledge
- where appropriate, willingness to contribute to the WLC by participating in Board Subcommittees and other activities beyond Board membership
- willingness to engage with funding organisations and advocate for the organisation

## 2.5 Build Board capacity

Board members must work to continuously improve the effectiveness of the Board in performing its roles and responsibilities. Board members must:

- develop their own capacity to contribute to the work of the Board by undertaking induction and training procedures as provided by the Board within two months of being elected to the WLC Board, and committing to ongoing education relevant to their role
- assist in developing the capacity of other board members, including, where appropriate, by acting as a guide or mentor
- work to enhance the effectiveness of the Board's working environment and work practices, and be open to receiving and acting upon feedback about their own performance in undertaking their board member roles and responsibilities
- participate fully and willingly in Board and board member review and evaluation activities

## 2.6 Exercise responsible management of financial affairs and risk

All board members are responsible for ensuring that the WLC's financial affairs and risks are well managed. While the Treasurer and members of the Finance Subcommittee take the lead in overseeing the WLC's financial management, final responsibility sits with the Board. Board members must:

- understand, evaluate, and act upon information about the WLC's financial situation and risk environment
- maintain a current knowledge of work health and safety matters, including the hazards and risks associated with the operations of the WLC
- ensure the WLC has appropriate and tailored financial systems and procedures, such as those aimed at minimising financial wastage and any risk of wrongdoing, fraud, or other financial impropriety, including among the Board
- not allow the WLC to operate while insolvent



## Chair Position Statement

Statutory requirements are given in **bold type**.

<b>Governance</b>	<ul style="list-style-type: none"> <li>• Provide leadership to the organisation</li> <li>• Ensure, in partnership with the Board, that the organisation’s objectives, goals and mission are being followed</li> <li>• Work with the CEO and in partnership with the Board to ensure that the organisation operates in an ethically, environmentally, and socially responsible fashion</li> <li>• Work with the CEO and in partnership with the Board to ensure that the organisation operates in accordance with its mission and is working to achieve the goals set out in its strategic plan</li> <li>• Oversight, with the Governance Committee, the annual review of the Board</li> <li>• Provide support and supervision to the CEO and, in consultation with the board, undertake the CEO’s annual performance review</li> </ul>
<b>Planning</b>	<ul style="list-style-type: none"> <li>• Oversee, in partnership with the Board, the regular review and development of the Strategic Plan.</li> </ul>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>• Ensure that appropriate standing orders are in place</li> <li>• Work with the CEO to prepare Board meeting agenda in advance of meetings</li> <li>• <b>Ensure that the AGM is held within five months of the end of the financial year</b></li> <li>• Chair Board &amp; General Meetings</li> <li>• Rule on issues of meeting procedure</li> <li>• Report to the Annual General Meeting on the position of the organisation</li> </ul>
<b>Administration &amp; Management</b>	<ul style="list-style-type: none"> <li>• Liaise with Board committee chairs and report to the Board where appropriate</li> <li>• Ensure that appropriate personnel policies and procedures are in place for CEO and other staff</li> <li>• Work with the Governance Committee to oversee the annual performance review of the CEO</li> <li>• Manage the business of the Board</li> <li>• Ensure that there is rigorous and engaged discussion of issues before the Board while also maintaining Board cohesion and morale</li> <li>• Provide feedback to board members to encourage effective and informed participation</li> <li>• Manage, in partnership with the Governance Committee, the succession of the position of Chair</li> <li>• Serve as liaison with the CEO and, through her, to the staff</li> </ul>
<b>Media/ Representation</b>	<ul style="list-style-type: none"> <li>• Serve as spokesperson for the organisation as appropriate</li> </ul>
<b>Promotion</b>	<ul style="list-style-type: none"> <li>• Promote the organisation in the community as opportunities arise</li> </ul>



## Board Positions Position Description

<b>Legal</b>	<ul style="list-style-type: none"><li>• Oversee the CEO to ensure that:<ul style="list-style-type: none"><li>○ all legal requirements are specified in the Board Policies and Procedures, including the Board Calendar</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></li><li>• <b>Ensure that the WLC submits an annual activity statement and financial statement to the ACNC by the due date each year</b></li></ul>
<b>Finance</b>	<ul style="list-style-type: none"><li>• With the Treasurer, provide oversight to ensure that the organisation's financial control procedures are adequate and that risk management strategies are in place</li><li>• With the Treasurer, ensure the organisation's compliance with all applicable tax arrangements</li><li>• With the Treasurer, ensure risk management strategies (including appropriate insurances) are in place</li></ul>
<b>Other duties</b>	<ul style="list-style-type: none"><li>• As for ordinary Board members</li></ul>



## Treasurer Position Statement

Statutory requirements are given in **bold type**.

<b>Governance</b>	<ul style="list-style-type: none"><li>• Work with the Governance Committee to ensure the Board maintains the degree of financial literacy necessary to conduct the business of the organisation</li><li>• Advise the Board on matters of finance</li><li>• Advise the Board on opportunities to broaden the funding base of the WLC</li><li>• <b>Ensure that the WLC's accounts are audited annually by a registered company auditor under the <i>Corporations Act 2001 (C'th)</i></b></li></ul>
<b>Planning</b>	<ul style="list-style-type: none"><li>• With the CEO, and in partnership with the Board, oversee the regular review and development of the WLC's Business Plan</li><li>• Oversee the preparation of the budget for the coming year</li></ul>
<b>Reporting</b>	<ul style="list-style-type: none"><li>• Report to the Board at each meeting on the financial situation of the organisation, including risk and variances from the approved budget</li><li>• Place any necessary financial items on the Board agenda in advance of the meeting</li><li>• Report to the Annual General Meeting on the financial situation of the organisation</li></ul>
<b>Meetings</b>	<ul style="list-style-type: none"><li>• Work with the CEO to prepare the Finance and Risk Committee meeting agenda in advance of meetings</li><li>• Chair the Finance and Risk Committee</li></ul>
<b>Administrative &amp; Management</b>	<ul style="list-style-type: none"><li>• Liaise with Board Committee chairs on financial issues and report to the Board where appropriate</li><li>• With the Chair, provide oversight to ensure that the WLC's financial records are adequate, protected, stored securely, and accessible</li><li>• Check the CEO's credit card each quarter</li></ul>
<b>Finance</b>	<ul style="list-style-type: none"><li>• Ensure the organisation's financial control procedures are adequate and that appropriate safeguards against fraud are in place</li><li>• Oversee the CEO to ensure risk management strategies (including appropriate insurances) are in place</li><li>• Oversee the review of income and expenditure against the budget on a continuous basis</li></ul>
<b>Legal and Regulatory</b>	<ul style="list-style-type: none"><li>• With the CEO, ensure the organisation's compliance with all applicable tax arrangements</li><li>• <b>Ensure the WLC meets regulatory requirements including timely submission of financial statements to the ACNC</b></li><li>• Ensure the WLC is making adequate provision for staff leave</li></ul>
<b>Other duties</b>	<ul style="list-style-type: none"><li>• As for ordinary Board members</li></ul>