



## BOARD MEMBER ROLES & RESPONSIBILITIES

Protocol number	Board 01	Version	01
Drafted by	David Ciaravolo	Approved by Board on	25 June 2015
Responsible person	David Ciaravolo	Scheduled review date	July 2016

### 1. Introduction

**1.1** The following Protocol has been developed to assist Board Members to understand and acknowledge the duties and obligations as Board Members of RecFish SA. They are the 'natural' persons who govern the council in accordance with the rules set out in its constitution and have obligations under the Associations Incorporation Act 1985 and the general law.

**1.2** Having read and understood this Protocol, Board Members agree to adopt and be bound by it. They acknowledge that a breach of it by a Board Member could, in the interests of RecFish SA warrant that Board Member's resignation. They agree that if a Board Member so breaches the Protocol that Board Members will offer his or her resignation.

### 2. Recognition of Responsibility.

**2.1** Board Members understand and accept that RecFish SA is incorporated as a Council and that once elected/ appointed to the Board they become directors of the Board of RecFish SA and as such under law, they have clear duty and responsibilities:

- 1) to act in good faith in the best interests of RecFish SA and for a proper purpose.
- 2) to exercise their powers and discharge their duties with care and diligence; and
- 3) to use information acquired by them while in office properly and for the benefit of RecFish SA.

### 3. General duties of Board Members

**3.1** The members of RecFish SA have delegated decision making powers to the Board as a whole, to be exercised by the Board. They have not delegated any powers to any individual member. Decisions must be made collectively and Board Members accept they are bound by the Board's decisions.

**3.2** Board Members recognise their duty of loyalty to RecFish SA and to the Board, and agree that outside the Boardroom they will support the letter and spirit of Board decisions when in contact with other parties.

- 3.3** Unless individual Board Members receive specific delegation from the Board, they must refrain from making representation or agreements on its behalf.
- 3.4** In the interest of harmony and effectiveness of the Board, and RecFish SA as a whole, directors agree that they will conduct themselves with good will and in a harmonious manner.
- 3.5** No Board Member is to act in a way likely to bring discredit to RecFish SA.
- 3.6** Board Members have a right and duty to consider properly all matters brought to the Board. It follows that their attendance at Board meetings is important and that apologies should be tendered only in unavoidable circumstances. They should give proper consideration to Board papers and other relevant information before each meeting.
- 3.7** Board Members have the right and duty to raise matters of serious concern at Board meetings. In order that such matters can be discussed properly it is important that other Board Members be given time to consider them, and it is good practice for a Board Member with a serious concern to mention it to the Chair in time for the matter to be added to the agenda.
- 3.8** Board Members are expected to be frank and open in Board meetings and to question, request information and raise issues. They recognise that where disagreements occur every effort should be made to resolve the issue and to avoid dissension. Board Members have the right to resign, but if they choose to remain on the Board they are bound by the collective decision of the Board and may be legally liable for them.
- 3.9** All Board Members are expected to keep themselves up to date with the affairs of RecFish SA and the Board.
- 3.10** Board Members recognise that the effectiveness of the Board will be enhanced if contributions to the Board discussion are kept brief and relevant, and if each builds on the previous contribution of others.
- 3.11** The Chair is responsible for the conduct of the Board meetings and the Board Members must support the Chair in maintaining order and making Board discussion effective.

#### **4. Board Members' Duties.**

- 4.1** Board Members duties are owed to RecFish SA as whole.
  - a) No duty is owed to any individual member or group of members. It follows that Board Members owe their obligations to the members of RecFish SA and not to any other individual or group.
  - b) Board Directors, despite their origin, must not act as representatives of another organisation or group, they must apply an independent mind to decision making, in the interest of RecFish SA.

#### **4.2** Fiduciary Duty.

a) Board Members understand and accept that they have a fiduciary duty not to allow a conflict of interest to compromise their own position. A Director has a duty at law to act honestly and to avoid a conflict in the position of a Board Member and/or any interest that member may have.

They must not use their position or information obtained through their position to gain advantage for themselves or for someone else, or cause detriment to RecFish SA.

This means that a Director must not allow personal interests, or interests of any associated person to, to conflict with the interests of RecFish SA.

#### **4.3** Declaration of Interest.

a) Board Members have a legal obligation to declare any actual or potential material conflict of interest as soon as he or she has material conflict, the Board Member should absent themselves from discussions on such matters unless the Board Members who do not have a conflict have resolved that the Director should stay.

b) All Board Members agree to notify the Chair of the Board of any actual or potential conflict, in relation to themselves or other directors as they become aware of it.

#### **4.4** Duty of care in handling potential conflict of interest.

Board Members bring a range of views to the table and in coming to a decision in the interest of RecFish SA as a whole, the Board must necessarily consider the interest of particular groups of members.

#### **4.5** Confidentiality.

a) Confidential information received by Board Members in the course of the exercising of Board duties remains the property of RecFish SA and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by RecFish SA, or is required by law.

b) Board Members understand the importance of free and frank exchange of views expressed without prejudice in the course of debate at Board meetings. Board Members therefore agree that all discussions and opinions expressed in the course of Board meetings are confidential, unless the Chair of the Board indicates that the discussion is to be held 'on the record', or to take place under the 'Chatham House Rule'.

c) For the purpose of this Protocol, Board proceedings held under Chatham House Rules means the Board Members are free to convey the information obtained by them and opinions disclosed to them for the purpose of

reporting to their nominee organisation or for other RecFish SA purposes so long as neither the identity nor affiliation of any of the speakers is revealed. Under this Rule, information obtained at Board meetings can, where appropriate, properly be disseminated so long as no attribution is made to any particular Board Member of any view expressed.

**5. Board Members' Rights.**

- 5.1** Individual Board Members have the right to obtain from any committee, working group or employee of RecFish SA any information or assistance which is necessary for them to discharge their duties. It is recognised that such questions and requests may involve a substantial amount of work and impact on regular duties. Accordingly, Board Members agree that if a question cannot be answered without special work, it be put in writing to the Chair.

**6. Board Member's Benefits.**

- 6.1** Board Members are entitled to remuneration of expenses as set out by the Australian Taxation Office guide lines and as provided by RecFish SA policy.
- 6.2** Other remunerations, such as for bona fide services rendered, are to be considered and approved in advance by independent Directors.

**7. Becoming a Director.**

- 7.1** A person must provide written consent to being appointed a Board Member to RecFish SA.
- 7.2** A Director cannot:
- a) be under the age of 18;
  - b) be an undischarged or executed and personal insolvency agreement in Australia or a foreign country;
  - c) have been convicted of certain offences within 5 years prior to appointment as a Board Member.
  - d) have been ordered by court or ASIC not to sit on a Board.
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**Board Member Acknowledgement.**

I acknowledge that I have received and read the above Protocols, which have been approved by the Board of RecFish SA.

I acknowledge and agree to be bound by the terms of the Protocols.

Signed.....

Director's Name.....

Date ...../...../.....