

Board Role Descriptions Policy



Policy number	POL010	Version	A
Drafted by	FOP Australia Board	Approved by Board on	13/08/2019
Responsible person	FOP Australia Board	Scheduled review date	13/08/2022

INTRODUCTION

A Board operates more effectively if its members and office-bearers know their respective duties and obligations.

The nomination and selection of Board members is the prerogative of the members of FOP Australia through the election process, which is governed by FOP Australia's constitution. However, in light of the responsibilities of the Board, there is a need for the Board to have an appropriate mix of skills, expertise, diversity and experience in order to add value. Policies and procedures must facilitate the election of those people who best meet the needs of FOP Australia and the Board.

PURPOSE

The Board should collectively have an appropriate mix of skills to provide the necessary breadth and depth of knowledge and experience to enable it to discharge its duties effectively, meet its responsibilities and objectives and to add value. The Board also aims for a composition which will appropriately represent the interests of the various groups contained within FOP Australia's common bond, and include a diversity of Australia's peoples.

This policy seeks to ensure that Board members and office-bearers know their respective duties and obligations.

The duties and obligations of Board members and office-bearers set out in this policy also provide criteria for recruitment of appropriate candidates, and for assessment of their performance in these roles.

POLICY

BOARD COMPOSITION

- a. Recognising that FOP Australia's constitution requires that the number of directors must not be less than 3 and not more than 10, FOP Australia has a target Board size of between 5 and 7 directors.
- b. In recruiting and selecting Board members, the Board should encourage representation from as many FOP family groups as possible, including people with FOP.

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TERM LENGTH

- a. The FOP Australia constitution provides that no director may retain office for more than three years without submitting himself or herself for re-election at an annual general meeting (**AGM**).
- b. At the Board meeting prior to the notice of the AGM being issued to members the Board must agree and document in the minutes which directors will be retiring and seeking re-election at the AGM. This information should be included in the notice of the AGM to members.

RECRUITMENT

The Board should attempt, using its network of contacts within and without FOP Australia's membership, to identify potential Board member candidates with requisite skills, expertise and interests that may add value to the Board and the organisation. If there is a vacancy on the Board, the potential Board member candidates should be encouraged to nominate themselves for election at the AGM. Such individuals may also be appointed by the Board if the number of directors is reduced below the minimum prescribed by FOP Australia's constitution.

NOMINATION PROCESS

- a. No later than [45] business days before the notice of AGM is sent to members, nominees will be expected to provide to the Secretary of the Board a nomination form (in the form prescribed by FOP Australia from time to time), a CV and cover letter for distribution to the Board and members explaining why they want to be a director, and outlining the skills and expertise they will bring to the Board if appointed. This is to be provided in time for inclusion in the notice of the AGM. In addition, because FOP Australia constitution requires that the Board shall, if at all possible, comprise of at least two persons with FOP, to help guide members on determining the ideal Board composition, the nomination form must also include a statement indicating how the nominee is associated with the FOP Community.
- b. Board members are elected at a general meeting in accordance with of FOP Australia's constitution.
- c. Directors seeking re-electing are also required to go through the nomination process described above.

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ROLE DESCRIPTIONS

The responsibilities of Board members and office bearers are set out in the Position Statements set out in Appendix A. These role descriptions can be used to encourage FOP Australia members to assess the suitability of Board member nominees and to assess a director's performance within that role.

AUTHORISATION

13/08/2019
FOP Australia

FINAL

Board Role Descriptions Procedure



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RESPONSIBILITIES

The Chair is responsible for:

- ensuring that the Secretary includes this policy in the induction package provided to new Board members ;and
- making a ruling on any point in dispute in this policy.

The Secretary of the Board is responsible for ensuring that a copy of this policy is available for reference in Board meetings.

Each member of the Board is responsible for exploring among their networks suitable candidates who may be willing to nominate themselves as a potential Board member of FOP Australia.

The Board is also responsible for ensuring that any Board nominees /candidates or new members are acquainted with the FOP Australia's purposes, policies, and procedures.

PROCEDURES

The Board shall regularly assess its composition by reference to the following matters:

- necessary areas of expertise;
- the ideal balance between experience and freshness;
- desirable diversity in relevant areas; and
- contributions from relevant stakeholders.

The Board shall identify areas where the existing Board composition falls short of the ideal.

Board members shall attempt to recruit from their networks Board candidates who would fill those gaps.

This policy shall be included in the induction package provided to new Board members.

The role descriptions and summary of recommended selection criteria will be distributed by the Secretary to members with a notice of a general meeting where there will be a vote regarding board membership.

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A copy of this policy shall be available for reference in Board meetings.
Any point in dispute in this policy shall be resolved by the Chair.

AUTHORISATION

13/08/2019
FOP Australia

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POSITION STATEMENT: ORDINARY BOARD MEMBER

Topic	Description
General	On being elected to the Board, undertake induction and training procedures as provided by the Board
Governance	Consider, debate, and vote on issues before the Board having regard to the ACNC Governance Standards, and in particular ACNC Governance Standard 5 which sets out the duties of responsible persons which includes the duty to act in the best interests of FOP Australia
	Comply with all rules, policies, and standing orders of FOP Australia
Planning	Review and approve FOP Australia's Strategic Plan, and other consequential arrangements (budget, advocacy strategy, etc)
Meetings	Attend all Board meetings, or, if absolutely unavoidable, apologise in advance for any absence
	Where Board papers are circulated in advance of the meeting, read the papers and consider issues before the meeting
	Contribute to the discussion and resolution of issues at Board meetings and otherwise as appropriate
Administrative & Management	Serve on Board committees as required
	Review and approve FOP Australia's systems for financial control and risk management
	Undertake administrative duties as required
	Understand FOP Australia's finances (including matters relating to solvency) and ensure FOP Australia's financial affairs are managed in a responsible manner
Media	Make comments to the media only as provided in FOP Australia's Media Relations Policy
Promotion	Promote FOP Australia in the community as opportunities arise
Fundraising	Participate enthusiastically in any fundraising approved by the Board
Legal & Ethical	Avoid making any improper use of their position in FOP Australia so as to gain any material advantage for themselves, or for any other person, or to the detriment of FOP Australia
	Avoid making any improper use of any information acquired by virtue of their position in FOP Australia so as to gain any

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Topic	Description
	material advantage for themselves, or for any other person, or to the detriment of FOP Australia
	If they have any direct or indirect material personal interest in any contract with FOP Australia, inform the Board immediately
	If they have any direct or indirect material personal interest in any contract with FOP Australia, not vote in the Board on that issue
	If they have any non-material personal 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

In light of the above responsibilities, the characteristics listed below will be viewed favourably during the selection of nominees for a role as an FOP Australia director, however none are mandatory:

1. personal commitment to the goals and values of FOP Australia;
2. familiarity with ASIC and ACNC regulations, fundraising permits and relevant legislation;
3. previous experience as a company board director;
4. previous experience organising fundraising events;
5. previous experience in charities or not-for-profit organisations; and
6. knowledge of FOP.

FOP Australia's constitution and policies also encourage the Board to be representative of different groups within the FOP community.

POSITION STATEMENT: BOARD CHAIR

The position of Board Chair is chosen by majority vote of the board of FOP Australia from the elected Board of directors in accordance with FOP Australia's constitution. The Board Chair is responsible for ensuring the Board functions effectively, and communicating the views of the Board the public. The Board Chair reports to the board of FOP Australia (acting collectively).

Topic	Description
Governance	Provide appropriate leadership to the Board and FOP Australia
	Ensure, in partnership with the Board, that FOP Australia's objectives, goals and mission are being followed
	Ensure, in partnership with the Board, that FOP Australia develops in the appropriate direction
	Ensure, in partnership with the Board, that FOP Australia operates in an ethically, environmentally, and socially responsible fashion
Planning	Produce, in partnership with the Board, a Strategic Plan for FOP Australia
	Ensure, in partnership with the Board, the regular review and development of the Strategic Plan
Meetings	Ensure that appropriate standing orders are in place
	With the Secretary, prepare the agenda and supporting documents in advance of the meeting
	Chair Board meetings according to standing orders
	Arrange for the Deputy Chair to chair meetings in their absence
	Rule on issues of meetings procedure not covered in the standing orders
	Report to the Annual General Meeting on FOP Australia's overall performance and Strategic Plan, including the issues, challenges and opportunities facing FOP Australia
	Chair General Meetings according to standing orders
Administrative & Management	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

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Topic	Description
	Ensure that appropriate recruitment policies and procedures are in place
	Manage the business of the Board
	Manage the recruitment, induction, and training of Board members, in partnership with the Board
	Undertake induction of new Board members
	Guide and promote the effectiveness of the Board and individual directors
	Monitor the Board's performance, and manage, in partnership with the Board, the assessment, review and renewal of the Board
	Manage FOP Australia's grievance procedures
	Ensure the harmony of Board deliberations (including facilitating open and constructive discussions at Board and general meetings)
	Manage, in partnership with the Board, the succession of the position of Chair
Media	Under FOP Australia's Media Relations Policy, serve as spokesperson for FOP Australia as appropriate
Promotion	Promote FOP Australia in the community as opportunities arise
Negotiation	Serve, as nominated by the Board, as FOP Australia's representative in negotiations with other organisations
Legal	Ensure that: <ul style="list-style-type: none"> • all legal requirements are specified in the procedures manual and monitored / checked off • the performance of all legal requirements is reported to the Board • the performance of all legal requirements is fully documented.
	Ensure, with the assistance of legal advisers as required, that all legal requirements are met
Finance	With the Treasurer, ensure FOP Australia's financial control procedures are adequate and that risk management strategies are in place
Other responsibilities	As for Board members (see above)

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Selection criteria:

In light of the above responsibilities, in addition to the criteria for an ordinary board member, the characteristics listed below will be viewed favourably during the selection of nominees for the role of Board Chair:

1. formal qualifications in management and/or administration;
2. previous experience in the role of chairperson for the board of a company or organisation;
3. previous experience in the role of public spokesperson for the board of a company or organisation; and
4. demonstrated skills relevant to the tasks listed above.

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POSITION STATEMENT: BOARD TREASURER

The position of Treasurer is chosen by majority vote of the Board of FOP Australia from the elected Board of directors. The Treasurer reports to the FOP Australia Board through the Board Chair a.

Topic	Description
Governance	Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of FOP Australia (e.g. by ensuring that appropriate training is provided / made available to Board members)
	Advise the Board on matters of finance
	Advise the Board on fundraising
	Ensure that appropriate financial policies and procedures are in place and fully documented
	Ensure, with the assistance of relevant professional advisers as required, that FOP Australia complies with relevant accounting, taxation and fundraising rules, including those prescribed by the ACNC, the ATO and any other relevant legislation or regulations.
	Maintain records for annual independent audit, and provide to auditor to facilitate this process.
	Preparation of annual information statements, board papers and reports, accounts and financial statements for ACNC, ASIC, Fair Trading and others as required
Planning	Produce, in partnership with the Board, a budget for FOP Australia
	Ensure, in partnership with the Board, the regular review and development of the budget
Meetings	Report to the Board at each meeting on FOP Australia's financial position, including advising on fundraising
	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
	Report to the Annual General Meeting on FOP Australia's financial position
Administrative & Management	Chair the Finance Committee if 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 FOP Australia

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Topic	Description
	Ensure FOP Australia's financial records are adequate, protected, backed up, and accessible
	Manage FOP Australia's banking arrangements
	Maintain FOP Australia's inventory registers
Finance	Ensure FOP Australia'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
	Collect and receive all money due to FOP Australia and make all payments authorised by FOP Australia
	Oversee FOP Australia's investment strategy and report to the Board
	Prepare the Budget for the coming year, including advising on fundraising
	Review income and expenditure against the budget on a continuous basis
Legal	Ensure FOP Australia's compliance with all applicable tax arrangements
Other responsibilities	As for ordinary Board members (see above)

Selection criteria

In light of the above responsibilities, in addition to the criteria for an ordinary board member, the characteristics listed below will be viewed favourably during the selection of nominees for the role of Treasurer:

1. formal qualifications in financial management;
2. previous experience in the role of Treasurer for the board of a company or organisation; and
3. demonstrated skills relevant to the tasks listed above.

POSITION STATEMENT: BOARD SECRETARY

The position of secretary is chosen by majority vote of the Board of FOP Australia from the elected Board of directors. The secretary acts as secretary of the Board and reports to the FOP Australia Board through the Board Chair on all matters relating to the proper function of the Board.

Topic	Description
Governance	With the Chair, oversee development, implementation and compliance with policies and procedures.
Planning	Produce, in partnership with the Board, a Marketing Plan for the organisation
	Ensure, in partnership with the Board, the regular review and development of the Marketing Plan
	Ensure that appropriate standing orders are in place
Meetings	Organise the venue for Board meetings
	With the Chair, prepare the agenda in advance of each Board meeting
	Organise meeting papers for distribution before the Board meeting
	Take minutes at each Board meeting and circulate to Board members
	Take minutes at each General Meeting and circulate to FOP Australia members
Administrative & Management	Serve on Board committees as required, including on the Executive Committee between Board meetings
	Maintain a register of members
	Handle the procedures for the admission of new members in accordance with FOP Australia's constitution
	Handle the procedures for the resignation of members in accordance with FOP Australia's constitution
	Handle the procedures for the discipline, suspension and expulsion of members in accordance with FOP Australia's constitution
	Organise General Meetings and notify members in advance in accordance with FOP Australia's constitution
	Receive nominations for positions on the Board
	Compile induction packages for new Board members

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Topic	Description
	Update the ACNC on changes in Board composition and organisational governing documents as required within the timeframe prescribed by the ACNC guidelines
	Assist the Treasurer with lodging financial reports with the ACNC within the time frame prescribed by the ACNC guidelines
	Keep in their custody all books, documents and securities, and make them available to members as requested
	Personally carry out administrative duties as assigned by the Chair
	Overseas FOP Australia's electronic records (including the online record archive) and ensure compliance with FOP Australia's Electronic Records Policy.
Media	Oversee the implementation of a Media Relations Policy (in the absence of a Communications Officer)
Promotion	Promote the organisation in the community as opportunities arise
	The Secretary or their nominated representative (upon approval by the FOP Australia Board) is responsible for maintaining the FOP Australia website. This includes ensuring information is current and accurate. Where this responsibility has been delegated to a person other than the Secretary this must be documented of the minutes of the next possible Board meeting.
	The Secretary or their nominated representative (upon approval by the FOP Australia Board) is responsible for maintaining the FOP Australia social media accounts. This includes ensuring information is current and accurate and complies with the Social Media Policy. Where this responsibility has been delegated to a person other than the Secretary this must be documented of the minutes of the next possible Board meeting.
Other duties	As for ordinary Board members (see above)

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Selection criteria:

In light of the above responsibilities, in addition to the criteria for an ordinary Board member, the following characteristics will be viewed favourably during the selection of nominees for the role of Secretary:

1. formal qualifications in management and/or administration;
2. previous experience in the role of secretary for the board of a company or organisation; and
3. Demonstrated skills relevant to the task listed above.

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POSITION STATEMENT: INTERNATIONAL FOP ASSOCIATION (IFOPA) INTERNATIONAL PRESIDENTS' COUNCIL (IPC) REPRESENTATIVE

The IFOPA IPC representative nominates their proposed successor to the FOP Australia Board, and the Board must vote to approve the nomination. The IFOPA IPC representative maintains that role until such time as they choose to nominate a successor or requests the Board to do so on their behalf.

It is preferred but not essential that the IFOPA IPC representative position be held by a FOP Australia director (and if not, they must be a FOP Australia member). The IFOPA IPC representative is expected to report to the Board at each meeting. If the IFOPA IPC representative is not a FOP Australia director, they are to be an invited guest to Board meetings.

The IFOPA IPC representative is expected to actively participate in the strategic planning and activities of FOP Australia and its Board.

The position of IFOPA IPC representative is chosen by majority vote of the Board of FOP Australia. The IFOPA IPC representative reports to the Board of FOP Australia. In addition to the responsibilities of all the Board members (if applicable), they have the following responsibilities

1. represent FOP Australia at IPC meetings;
2. if unable to represent FOP Australia at a meeting of the council, they are to nominate a proxy; and
3. to report to the Board of FOP Australia after each IFOPA IPC meeting

Selection criteria:

In light of the above responsibilities, the following characteristics should be viewed favourably during the selection of nominees for the role of IFOPA IPC representative:

1. long term personal or professional experience with FOP;
2. demonstration of commitment to FOP Australia through participation and/or coordination of FOP Australia activities;
3. demonstration of commitment to the goals of FOP Australia;
4. awareness and understanding of the goals and function of IFOPA; and
5. appropriate conduct and ability to represent FOP Australia internationally.