

# S & C Board Training

- Understanding the role, function, and expectations of Boards
- The Board, Governs, directs, and monitors an organisation's business,
- Affairs and operations in two broad areas – organisational performance and compliance
- Critical roles include the Chair, treasurer, secretary.
- Every Board should develop/implement a Board Charter' and Code of Conduct
- Boards focus on the 'big picture'
- Utilise in-camera sessions sparingly but strategically
- Each director has a responsibility to be informed and collaborative in the boardroom. They need a willingness to accommodate each other's views and to maintain a level of respect and comfort for their fellow directors and management.
- The agenda – Items on the agenda should focus on "strategy"
- Australian Institute of Company Directors - GOOD GOVERNANCE PRINCIPLES AND GUIDANCE for Not-for-Profit Organisations – 10 Principles - Board governance and responsibility:
  1. ROLES AND RESPONSIBILITIES
  2. BOARD COMPOSITION
  3. PURPOSE AND STRATEGY
  4. RISK – RECOGNITION AND MANAGEMENT
  5. ORGANISATIONAL PERFORMANCE
  6. BOARD EFFECTIVENESS
  7. INTEGRITY AND ACCOUNTABILITY
  8. ORGANISATION BUILDING
  9. CULTURE AND ETHICS
  10. ENGAGEMENT
- Developing a positive, inclusive, yet dynamic board culture
- Risk is the responsibility of the Board, each Board should develop a framework to manage risk
- Identify and manage conflicts of interest



## Lessons Learnt

- The Board hold ultimate accountability and responsibility
- All activities and decisions should be in the best interest of the organisation, not in the best interest of the individual board member.
- High functioning boards have honest discussions that are fact, not opinion based and not personal
- Minutes and agenda's are 'legal documents'
- The relationship between the Executive (CEO, MD etc) and the Board requires work, commitment, and investment.
- Boards need to review their performance – against best practice governance frameworks
- Good governance considers how meetings are held, who is on your board and what skills they have, how new committee members are inducted, how frequently the board meets, how board papers are prepared and distributed and more
- Decision Making – when a board makes a decision, the whole board is now equally accountable and responsible for the decision (even those who voted against it)
- Board members must make their own, independent and informed decision
- Individual and collective accountability for boardroom behaviours is essential.
- Crisis Management is a Board responsibility
- Board members need to know the organisation, function, value, mission etc.
- Being on a board requires works, time investment, contribution and risk

