

1. GOVERNANCE STRUCTURES

1.1 Sample Policy - Role of the Board

1. Description

This policy sets out the roles and functions of the Board

2. Date first decided

3. Date revised

4. Background

The Articles of Association list the powers and duties of the board. These include.....

The Memorandum of Association sets out the more extensive powers of (Division Name) as a company.

5. Relevant Legislation

Corporations Act 2001

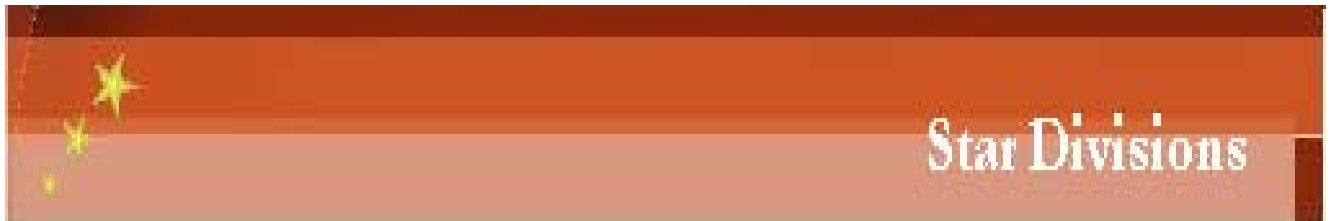
6. Policy Statement

1. The role of the Board is to ensure the strategic guidance of (Division Name), the effective monitoring of management and the accountability of (Division Name) to its members. The Board controls and directs (Division Name) to ensure that it can realise its organisational purposes, meet its obligations and fulfil its potential.
2. The main functions of the board are:
 - a. Ensuring (Division Name)'s legal obligations are met.
 - b. Setting the strategic direction for (Division Name).
 - c. Developing policy for (Division Name). The board develops policies in the following areas:
 - Policy positions on important external matters
 - Internal policies which describe the way the board carries out its governance role
 - d. Ensuring the risks faced by (Division Name) are identified, assessed and properly managed.
 - e. Ensuring the accountability of the CEO for the management of the organisation.
 - f. Financial governance and development and protection of assets including the approval of budgets and other financial performance indicators.
 - g. Overseeing/monitoring the performance of (Division Name) and its own governance performance.
3. The Board's approach to its role and functions is open, transparent and consultative and seeks to be inclusive and accessible to the membership and other stakeholders.
4. The Board seeks to work as a group in a constructive way that ensures the exercise of
 - respect, trust and candour between directors
 - opportunities for open dissent
 - shared understanding of office bearer roles between directors
 - individual accountability
 - ongoing improvement in board performance

7. Position responsible

Chairperson, (Division Name) Board

8. Authorised by



(Insert Division Logo)

1. GOVERNANCE STRUCTURES

1.2 Sample Policy - Board Sub-committees

1. Date policy first decided

2. Dates revised

3. Philosophy/background

The Articles of Association contain the following provisions

(Include here the clauses from your division constitution which describe how sub-committees will be formed, monitored etc.)

4. Policy Statement

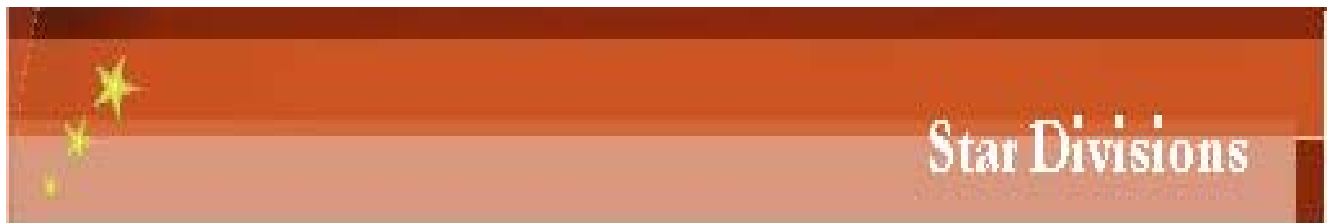
1. The board may appoint sub-committees to enhance its governance, not to substitute for the board, or to interfere with delegation to the CEO.
2. Sub-committees shall have Terms of Reference clearly defining their role, procedures and functions, their timelines and the boundaries of their authority.
3. Whilst staff may be involved in sub committees, their role is to advise and assist the committee to do its work.
4. Sub-committees may co-opt outside members from time to time in order to bring additional skills, experience or networks.
5. Sub -committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
6. Unless explicitly empowered by the full board, sub-committees cannot make binding board decisions or speak for the board. For the most part the function of sub-committees is to solve problems for and make recommendations to the board on which the latter, and only the latter, has the power to make decisions or policy.

5. Responsibility for implementing this policy rests with

The board of (Division Name)

6. Policy Statement authorised by

The board of (Division Name).



1. GOVERNANCE STRUCTURES

1.3 Managing Board Sub-Committees

This Help Sheet is recommended as a sound introduction to the issues involved in using Board sub-committees. It describes the benefits and risks and includes a checklist for the Board to use in annual monitoring of the performance of its sub-committees

The Help sheet is one of a series produced by ourcommunity, a Victorian based organisation which provides training and resources in leadership and management to not for profit organisations.

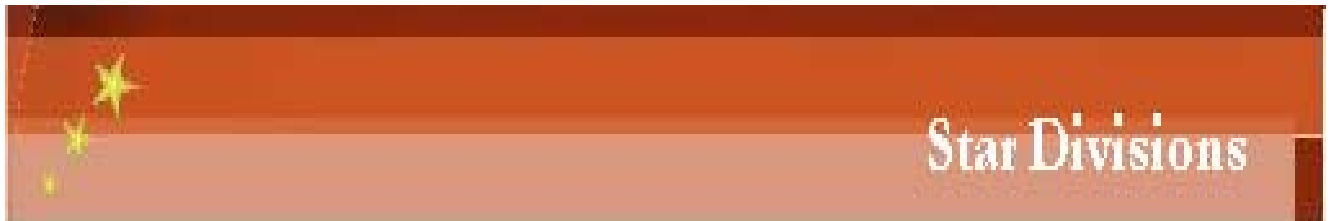
An extensive range of resources can be downloaded from their website at www.ourcommunity.com.au



Click on the link below for:

[Committee Ups and Downs:](#)
[Weighing up the arguments for and against setting up committees](#)





1. GOVERNANCE STRUCTURES

1.4 The Role of Board Sub-Committees

This article is from a series of answers to Frequently Asked Questions about governance policies produced by the Australian Institute of Company Directors.

The article describes the most common sub-committees and their purposes and gives an overview of the legal ramifications for the board in using sub-committees.

Click on the link below for:

[**“Role of Committees”**](#)