

## Position Statement: All Board Members

Directors 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 directors of the Women's Legal Centre (WLC). Directors' must deliver signed copy of the undertaking to the Executive Director by the first Board meeting following election.

### 1. Legal Requirements Applying to All Directors

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

The Associations Incorporation Act requires that Directors 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.

#### *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 directors 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.

#### *Disqualification*

Directors 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 WLC Directors

#### *Exercise reasonable care and diligence*

Directors of the WLC must ensure that they understand and fulfil the roles and responsibilities of a Director, 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

- 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 Executive Director.

#### *Act in good faith*

Directors 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, below)
- acting in a manner that upholds the WLC's integrity and good reputation (see also Code of Conduct, below)
- upholding the values of justice, diversity and inclusion by considering the Board's role in shaping organisational culture.

#### *Maintain Board solidarity and collective responsibility*

Board solidarity is critical to effective leadership. Directors 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.

#### *Contribute strategically*

The work of the Board depends on the contribution of its directors. All directors 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
- thoughtfully exploring, assimilating and acting on information provided to directors, 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, be willing to contribute to the WLC by participating in Board Subcommittees and other activities beyond Board membership.

#### *Build Board capacity*

Directors must work to continuously improve the effectiveness of the Board in performing its roles and responsibilities. Directors 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 Directors, 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 Director roles and responsibilities
- participate fully and willingly in Board and Director review and evaluation activities.

*Exercise responsible management of financial affairs and risk*

All Directors 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. Directors 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.