

\* Statutory requirements are given in **bold type**.

<p><b>Governance</b></p>	<ul style="list-style-type: none"> <li>• Provide leadership to the organisation.</li> <li>• Ensure, in partnership with the Board, that the organisation’s objectives, goals and mission are being followed.</li> <li>• Work with the ED and in partnership with the Board to ensure that the organisation operates in an ethically, environmentally, and socially responsible fashion.</li> <li>• Work with the ED and in partnership with the Board to ensure that the organisation operates in accordance with its mission and is working to achieve the goals set out in its strategic plan.</li> <li>• Oversight, with the Governance Committee, the annual review of the Board.</li> </ul>
<p><b>Planning</b></p>	<ul style="list-style-type: none"> <li>• Oversee, in partnership with the Board, the regular review and development of the Strategic Plan.</li> </ul>
<p><b>Meetings</b></p>	<ul style="list-style-type: none"> <li>• Ensure that appropriate standing orders are in place.</li> <li>• Work with the ED to prepare Board meeting agenda in advance of meetings.</li> <li>• <b>Ensure that the AGM is held within five months of the end of the financial year.</b></li> <li>• Chair Board &amp; General Meetings.</li> <li>• Rule on issues of meeting procedure.</li> <li>• Report to the Annual General Meeting on the position of the organisation.</li> </ul>
<p><b>Administration &amp; Management</b></p>	<ul style="list-style-type: none"> <li>• Liaise with Board committee chairs and report to the Board where appropriate.</li> <li>• Ensure that appropriate personnel policies and procedures are in place for ED and other staff.</li> <li>• Work with the Governance Committee to oversee the annual performance review of the ED.</li> <li>• Manage the business of the Board.</li> <li>• Ensure that there is rigorous and engaged discussion of issues before the Board while also maintaining Board cohesion and morale.</li> <li>• Provide feedback to directors to encourage effective and informed participation.</li> <li>• Manage, in partnership with the Governance Committee, the succession of the position of Chair.</li> <li>• Serve as liaison with the ED and, through her, to the staff.</li> </ul>
<p><b>Media/ Representation</b></p>	<ul style="list-style-type: none"> <li>• Serve as spokesperson for the organisation as appropriate.</li> </ul>

<b>Promotion</b>	<ul style="list-style-type: none"> <li>Promote the organisation in the community as opportunities arise.</li> </ul>
<b>Legal</b>	<ul style="list-style-type: none"> <li>Oversee the ED to ensure that <ul style="list-style-type: none"> <li>all legal requirements are specified in the Board Policies and Procedures, including the Board Calendar.</li> <li>the performance of all legal requirements is reported to the Board.</li> <li>the performance of all legal requirements is fully documented.</li> </ul> </li> <li><b>Ensure the WLC submits an annual activity statement and financial statement to the ACNC by the due date each year.</b></li> </ul>
<b>Finance</b>	<ul style="list-style-type: none"> <li>With the Treasurer, provide oversight to ensure that the organisation's financial control procedures are adequate and that risk management strategies are in place.</li> <li>With the Treasurer, ensure the organisation's compliance with all applicable tax arrangements.</li> <li>With the Treasurer, ensure risk management strategies (including appropriate insurances) are in place.</li> </ul>
<b>Other duties</b>	As for ordinary Board members.

### Position Statement:

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 minimizing financial wastage and any risk of wrongdoing, fraud, or other financial impropriety, including among the Board,
- not allow the WLC to operate while insolvent.