



Board of Governance

- **TERMS OF REFERENCE**
 - **OUTLINE OF RESPONSIBILITIES AND OPERATION**
-

Introduction

A voluntary Board of Governance has governed the Hepatitis C Council of NSW since its formal inception in November 1991.

In summary, the Board of Governance (BoG) is to be responsible for determining the direction and overseeing operation of the organisation.

Broadly, the BoG is responsible for ensuring the Council knows what it is supposed to be doing, has enough money and people to do it, and that it does it well.

Its primary role is one of governance, rather than of management, as it delegates the responsibility for the Council's day-to-day management and organisational running to the Executive Officer, who in turn delegates functional responsibilities to team coordinators, other staff and volunteers.

Why have a Board of Governance?

Apart from being required to do so both by its Constitution and through being an incorporated association, the Council has a Board of Governance (BoG) in order:

- to ensure the Council meets the needs of its members, users of its services and its community of interest: people in NSW affected by hepatitis C
- to ensure that the Council is accountable to its members, users of its services and its community of interest and to its funders
- to draw on committee members' experience and expertise in making decisions about the organisation

- to provide confidence to funders and donors and the broader community of interest that financial and other decisions are being made responsibly;
- and because the Council is legally required by its constitution, its incorporation status and its primary funders to have an effective governing body.

Terms of reference

The main responsibilities of the BoG are:

1. to maintain a long term overview of the Council and all of its work
2. to make strategic and major decisions about the Council's vision, mission, objectives and key policies. Day-to-day internal operational policies and procedures are not ordinarily brought to the BoG.
3. to ensure the needs and interests of relevant people and agencies are taken into account when making decisions
4. to ensure adequate resources – primarily personnel and funding – are available to carry out the Council's activities
5. to monitor the Council's financial operation and ensure the financial viability of the organisation
6. to monitor the work of the Council, especially progress towards objectives
7. to ensure appropriate action is taken when work is not being done, or is not being done properly
8. to take legal responsibility for the Council and all its actions or inaction.

Delegating responsibility

- The BoG delegates responsibility for the day-to-day operations of the Council to the Executive Officer who in turn delegates particular functional responsibilities to a team of staff. A series of sub-committees and meeting groups have responsibility for guiding activities on particular functions.
- Please see the Council's two organisational charts for a representation of these relationships and responsibilities.

Membership

The policy and process of election and appointment, voting, disputes and removal to and from the BoG are contained in the Council's Constitution.

The Constitution allows for 16 BoG members who need to be residents of NSW:

- up to 9 ordinary members each of whom shall be elected from the membership at the Council's Annual General Meeting (AGM)
- up to 2 members clearly identifiable as able to further the objects of the association, selected by Executive cooption
- the Executive Officer of the Hepatitis C Council of NSW, or his/her nominee
- up to 1 member nominated by a community organisation representing injecting drug users
- up to 1 member representing rural people affected by hepatitis C, that person being selected by a rural issues sub-committee of the association
- the committee shall where possible co-opt two persons diagnosed as having hepatitis C (though it is acknowledged that in reality there will be more people with hepatitis C serving on the BoG.)

The **office-bearers** (collectively known as the **Executive**) of the association are:

- the President
- the Vice-President
- the Treasurer
- the Secretary

and are elected by the BoG in an ordinary meeting immediately following the AGM.

Duration of membership

- Unless they resign or leave for other reasons, each member of the committee shall hold office until the conclusion of the annual general meeting following the date of their appointment, but is eligible for re-election, or where appropriate, re-appointment at each following AGM.
- In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a person to fill the vacancy and that person shall hold office until the conclusion of the next annual general meeting following the date of the appointment. Please see the separate *Procedure for filling casual vacancies on the Board of Governance*.

Voting and decision making

- All members of the Board of Governance shall have full voting rights except where a conflict of interest clearly exists in regard to any issue under

consideration. e.g. the Executive Officer does not have voting rights on matters relating to staff salaries or other remuneration.

- In its ordinary meetings, the BoG makes decisions on the basis of a simple majority vote, following either written (through discussion papers) or verbal briefings and following discussion and consideration at the meeting. In the event of an equal vote, the matter is resolved in the negative.

Role of the Executive (office bearers)

- The detailed duties and responsibilities of the President, Vice-President, Secretary and Treasurer are set out in separate role descriptions.
- Where necessary, particularly on matters that arise between BoG meetings that require urgent consideration, the Executive Officer may approach the Executive for advice or a decision that would ordinarily require BoG consideration and decision. Where this occurs the decision of the Executive must be ratified at the following meeting of the full BoG.

Role of other Board of Governance members

- The detailed duties and responsibilities of Board of Governance members are set out in separate role descriptions.

Frequency of, chairing and quorums at meetings

- The Constitution requires that the BoG meet 6 times in each financial year. In reality however the BoG meets more often than that. The Executive Officer is responsible for ensuring that a schedule of 11 monthly meetings (including AGM) is set at the beginning of each calendar year. No meeting is held in January. With the approval of the President, the occasional scheduled meeting may be cancelled with adequate notice if work circumstances require it.
- Meetings are held in the offices of the Council at Level 1, 349 Crown Street, Surry Hills in Sydney. They are usually held on the 2nd Thursday evening of each month, with a light supper served at 6.00pm and the meeting commencing at 6.30pm.
- The quorum for an ordinary BoG meeting is 5. That means five BoG members must be present at the start of the meeting, either in person or by joining the meeting in teleconference.
- The meeting will usually be chaired by the President of the Council. However it is preferred that the Chair is present in person at the meeting,

rather than by teleconference. Thus on occasion the Vice-President, and following her/him, another BoG member appointed by the meeting, will chair the meeting.

- Meetings usually last for no more than 2 hours.
- BoG members are encouraged to claim for their out-of-pocket expenses for travel to and from BoG meetings, and for any stationery and telephone costs they incur on BoG business. Expenses claim forms are available from the Administrative Officer or Organisational Services Officer (OSO) at the Council office tel 9332 1853.

Agendas, papers and minutes

- The Executive Officer is responsible for ensuring the agenda is set in conjunction with the President, and that papers are sent out a week in advance of the meeting. The Organisational Services Officer prepares and mails (usually by email) the agenda and accompanying reports and papers.
- Minutes are recorded and drafted by the OSO and checked with the Executive Officer who sends them to the Chairperson of that relevant meeting for checking prior to full mailout to BoG members. Minutes and action sheets are prepared as soon as possible after each meeting.

Source:

- *Just about managing? Effective management for voluntary organisations and community groups* by Sandi Adirondack, 3rd Edition LVSC 2000
- Hepatitis C Council of NSW Constitution (last updated December 2001 following November 2001 AGM)