



AAAH LTD BOARD OF DIRECTORS RESPONSIBILITIES AND ROLE DESCRIPTIONS POLICY

Policy name	AAAH Directors Roles	Version	1
Drafted by	Melissa Kang	Approved by Board on	October 2019
Responsible person	President, Secretary	Scheduled review date	October 2022

INTRODUCTION

A Board operates more effectively if the members and office-bearers of the Board know their respective duties and obligations.

PURPOSE

This policy seeks to ensure that members and office-bearers of the Board know their respective duties and obligations.

POLICY

Members and Office-bearers of the Board shall have the duties and obligations set out in Appendices A and B, below.

RESPONSIBILITIES FOR THIS POLICY

The President of the Board shall be responsible for including this policy in the induction package provided to new Board members.

The Secretary of the Board shall be responsible for ensuring that a copy of this policy is available for reference in Board meetings.

PROCEDURES

This policy shall be included in the induction package provided to new Board members.

A copy of this policy shall be available for reference in Board meetings.

AUTHORISATION

Board Secretary

16 October 2019

Australian Association of Adolescent Health Ltd ABN 84 807 299 090



APPENDIX A

BOARD OF DIRECTORS RESPONSIBILITIES AND ROLE DESCRIPTIONS

The AAAH Ltd Board of Directors is made up of nine elected members, four of whom are Office Bearers: President, Vice-President, Secretary and Treasurer. These Directors have specific additional roles in running the Association.

The remaining directors do not have additional roles but might take on additional tasks and responsibilities in running the Association.

The responsibilities and role descriptions in this Policy should be read in conjunction with the AAAH Ltd Constitution (2016).

The Board must meet a minimum of four times per year as per the Constitution.

Attendance at Board meetings

Board meetings are scheduled at least 21 days in advance, and agreed by Directors.

Board Directors are expected to attend all scheduled Board meetings, or provide apologies in advance of the meeting.

If a Board Director is absent for three consecutive meetings (while not on leave of absence) they become liable to be removed from the Board, subject to the following process.

Process for managing absences from meetings

If a Board member is in breach of their attendance requirements then the Chair shall consult them to discuss this matter.

If the Board member's difficulties are resolvable, then the chair shall attempt to resolve them.

If no mutually satisfactory resolution is possible, and if the Board member wishes to continue on the Board, then the member's response will be put to the Board at its next meeting. The Board member shall be entitled to speak to this item, and to vote on it. The Board will then decide what actions to take regarding that Board member's future membership on the Board.

If the Board decides that termination is justified, the Board may suspend that person's membership of the Board. In the event the member wishes to continue in his or her position, the suspension shall be put to a general meeting for approval. The suspended member shall be given an opportunity to be heard, either personally or through a representative, and may submit materials in writing to be circulated.

The Board may remove any person from any Board sub-committee for any reason, including (but not limited to) non-attendance.

When any person has been removed from the Board or from any committee under this provision, the Board or committee will promptly initiate a process to recruit a new Board member. The person whose membership has been terminated shall retain the right to stand again at the next election for the Board.

ROLE DESCRIPTIONS

ROLE DESCRIPTION: PRESIDENT

Governance	Provide leadership to the organisation
	Ensure, in partnership with the Board, that the organisation's vision and objectives are being followed
	Ensure, in partnership with the Board, that the Board Directors are appointed and fulfil duties according to the Constitution
	Ensure, in partnership with the Board, that the organisation develops in the appropriate direction
	Ensure, in partnership with the Board, that the organisation operates in an ethically, environmentally, and socially responsible fashion
Planning	Produce, in partnership with the Board, a Strategic Plan for the organisation
	Ensure, in partnership with the Board, the regular review and development of the Strategic Plan
Meetings	The President is responsible for chairing Board meetings.
	With the Secretary, prepare the agenda in advance of the meeting
	Report to the Annual General Meeting on the situation of the organisation
	Chair General Meetings
Administrative & Management	Liaise with Secretariat on all administrative matters
	Assign, in partnership with the Board, administrative duties to Board members and volunteers
	Personally carry out administrative duties as assigned
	Manage the business of the Board
	Manage the recruitment, induction, and training of Board members, in partnership with the Board
	Manage, in partnership with the Board, the assessment, review and renewal of the Board
	Manage the organisation's grievance procedures
	Ensure the harmony of Board deliberations
	Manage, in partnership with the Board, the succession of the position of Chair
Media	Function as the 'spokesperson' on behalf of the Association and can sometimes be the first point of contact for external stakeholders, or delegate as appropriate.

Promotion	Promote the organisation in the community as opportunities arise
Negotiation	Serve in negotiation with other organisations
Finance	With the Treasurer, ensure the organisation's financial control procedures are adequate and that risk management strategies are in place
Legal & Ethical	Declare any conflicts of interest, whether personal, professional or financial, that may arise in the course of Board decisions
	Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
Other duties	As for Board Directors (below)

ROLE DESCRIPTION: VICE PRESIDENT

Governance	The Vice-President supports the President in all governance roles above as appropriate
Planning	The Vice-President supports the President in planning roles as above
Meetings	Chairs meetings if the President is absent
	Personally carry out administrative duties as assigned
Media	Functions as the 'spokesperson' on behalf of the Association in the President's absence, or as appropriate
Promotion	Promote the organisation in the community as opportunities arise
Finance	Supports the President and Treasurer to ensure the organisation's financial control procedures are adequate and that risk management strategies are in place
Legal & Ethical	Declare any conflicts of interest, whether personal, professional or financial, that may arise in the course of Board decisions
	Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
Other duties	As for Board members (below)

ROLE DESCRIPTION: TREASURER

Governance	Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of the organisation
	Advise the Board on matters of finance
	Advise the Board on fundraising
Planning	Produce, in partnership with the Board, a Business Plan for the organisation
	Ensure, in partnership with the Board, the regular review and development of the Business Plan
Meetings	Report to the Board at each meeting on the financial situation of the organisation
	Report to the Board at each meeting on variances from the approved budget
	With the Secretary, place any necessary financial items on the Board agenda in advance of the meeting
	Report to the Annual General Meeting on the financial situation of the organisation
Administrative & Management	Personally carry out financial duties as assigned
	Ensure the organisation's financial records are adequate, protected, backed up, and accessible.
	Liase with Secretariat to ensure management of the organisation's banking
Finance	Ensure the organisation's financial control procedures are adequate
	Ensure that risk management strategies (including appropriate insurances) are in place
	Liase with Secretariat and President to monitor collection and receipt of all money due to the organisation and make all payments authorised by the organisation
	Review income and expenditure against the budget on a continuous basis
Legal	Ensure the organisation's compliance with all applicable tax arrangements
Legal & Ethical	Declare any conflicts of interest, whether personal, professional or financial, that may arise in the course of Board decisions
	Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
Other duties	As for Board members (below)

ROLE DESCRIPTION: SECRETARY

Governance	Ensure, in partnership with the Board, the preparation and adoption of appropriate Board policies
Meetings	With the Chair, prepare the agenda in advance of each Board meeting
	Liaise with Secretariat to organise meeting papers for distribution before the meeting
	Liaise with Secretariat to ensure written records of Committee decisions (minutes) are kept
Administrative & Management	Liaise with Secretariat to ensure a register of members is maintained and that procedures for admission of new members is handled efficiently
	Liaise with Secretariat to organise General Meetings and notify members in advance
	Receive nominations for positions on the Board
	Ensure that all books, documents and securities are kept by Secretariat, and can be made available to members as requested
	Liaise with relevant regulators (Consumer Affairs Victoria/Australian Charities and Not-for-Profits Commission) and notifies them of any changes to the membership of the board, the charity's rules and other changes
	Personally carry out administrative duties as assigned by the Chair
Media	Ensure preparation and adoption of a Media / Social Media policy
Promotion	Promote the organisation in the community as opportunities arise
Legal & Ethical	Declare any conflicts of interest, whether personal, professional or financial, that may arise in the course of Board decisions
	Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
Other duties	As for Board members (below)

ROLE DESCRIPTION: ORDINARY BOARD DIRECTOR

Governance	Consider, debate, and vote on issues before the Board on the basis of the best interests of the organisation only
	Comply with the rules, policies, and standing orders of the organisation
Planning	Review and approve the organisation's Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, etc)
Meetings	Attend all meetings, or apologise in advance for absence
	Where Board papers are circulated in advance of the meeting, read papers and consider issues before the meeting
	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate
Administrative & Management	Serve on Board committees as required
	Review and approve the organisation's systems for financial control and risk management
	Undertake administrative duties as required
	Understand the organisation's finances (including solvency)
Promotion	Promote the organisation in the community as opportunities arise
Legal & Ethical	Declare any conflicts of interest, whether personal, professional or financial, that may arise in the course of Board decisions
	Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation

ROLE DESCRIPTION: EX-OFFICIO BOARD DIRECTOR

The Ex-Officio Committee member is the Oceania representative on the International Association for Adolescent Health Executive Committee.

Governance	Consider, debate, and vote on issues before the Board on the basis of the best interests of the organisation only
	Comply with the rules, policies, and standing orders of the organisation
Planning	Review and approve the organisation's Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, etc)
Meetings	Attend meetings where possible or otherwise provide updates on IAAH
	Where Board papers are circulated in advance of the meeting, read papers and consider issues before the meeting
	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate
Administrative & Management	Bring international perspectives to the Committee, as well as to provide linkage between AAAH and IAAH.
Legal & Ethical	Declare any conflicts of interest, whether personal, professional or financial, that may arise in the course of Board decisions
	Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation