

# Role, Expectations, Payments and Expenses – Directors

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*(Approved at the 1 February 2010 board meeting)*

## Role of Directors

### 1. Law

The Board upholds the Constitution of the organisation. This is a legally binding document that governs the scope of activities in the organisation. It is a contract between members, the Directors and the organisation itself to conduct themselves according to the terms of the Constitution and the relevant law. The constitution must be reviewed regularly to ensure that it remains relevant.

Each Board member is personally liable for the proper governance of the organisation, and must act in accordance with the duties and responsibilities imposed by law.

The Board is responsible to various regulatory bodies under the relevant legislation and regulations eg. WorkCover, Australian Securities and Investment Commission, NSW Department of Fair Trading etc.

The Board must ensure NGINA's compliance with work health and safety laws. Under the Work Health and Safety Act 2011, each Director must exercise due diligence to ensure that the organisation fulfils its health and safety obligations. Directors, as individuals, are required to:

- acquire and keep up to date knowledge of work health and safety matters
- gain an understanding of the operations of the business and the hazards and risks involved
- ensure appropriate resources and processes are provided to enable hazards to be identified and risks to be eliminated or minimised
- ensure information regarding incidents, hazards and risks is received and the information is responded to in a timely way
- ensure the CEO has, and implements, processes for complying with any legal duty or obligation
- ensure processes are verified, monitored and reviewed.

### 2. Policy and Corporate Strategy

The Board sets the Mission statement and Strategies of the organisation, and approves the action plans.

The Board determines on-going policy and major programs in light of the mission statement and strategies.

### **3. Accountability**

The Board is accountable for the overall performance of the organisation. The Board must be confident that deadlines are being met, policies are being observed, objectives are being achieved and standards of performance are being reached.

Individual board members must act in the best interests of the organisation  
The Board approves and monitors the Code of Ethics.

The Board hires the Chief Executive.

The Board approves and monitors the financial plans of the organisation.

The Board approves the budget and monitors actuals v budget.

The Board is responsible for the sound financial management of the members' assets.

The Board ensures that all activities of the organisation are for the benefit of members.

### **4. Public Relations**

The Board ensures that members are kept informed and involved in the activities of the organisation.

Board members represent the organisation at appropriate functions and meetings.

The Board approves public relations policies for the organisation and establishes the image the organisation wishes to project.

The Board ensures that the organisation provides real benefits to members, and implements policies to retain current members and attract new ones.

### **5. Risk Management**

The Board ensures that it understands the risks that the organisation faces in its activities.

The Board monitors risk and ensures that appropriate risk management strategies are in place eg. insurance, succession planning, internal controls.

The Board bears responsibility for the organisation's existence. To fulfil this responsibility, the Board has a legal duty to conserve and protect the assets of the organisation.

## **Expectations of Directors**

- Attend Board of Directors meetings
- Attend Annual Awards Night
- Attend industry meetings in the Director's nominated region
- Liaise with industry members in the Director's nominated region Attend meetings relevant to the Director's portfolio
- Attend social functions, and other industry functions when appropriate.
- Write one Directors column per year for the Nursery News.
- Attend the National NGIA Conference
- Attend the State Conference

## **Payments to Directors**

Directors will be paid a board sitting fee and a reading for each Board meeting attended. Fees are adjusted by CPI annually. Fees may be payable for other meetings or tasks at the discretion of the President.

Fees are not generally paid for attendance at regional meetings, Special Interest Group meetings, or attendance at State and National Conferences and Awards Night.

Directors should provide invoices for payment every three months.

## **Allowable Expenses**

Directors may claim re-imbusement for travel expenses incurred while discharging their duty. Allowable expenses are:

- Accommodation
- Airfares
- Car Hire
- Meals while travelling.

Directors must provide supporting documentation to verify claims. Allowances will be paid in accordance with those specified in the Policy and Procedures Manual.

## **Declaration of Interest**

Should any Board Member have any direct or indirect interest in any contract or proposed contract with the association, they should declare their interests before the committee and should unless provided or otherwise, leave the room when the matter is under discussion. The declaration of interest, and the fact that they were not present during consideration of the matter should be recorded in the minutes.

