



POSITION DESCRIPTION

POSITION TITLE **DIRECTOR**

TERM & CONDITIONS Directors are unpaid and may be appointed for 1 or 2 years by either a general election or co-option by existing Directors. The procedures for nomination and election to the Board are outlined in the FRSA constitution.

CONTEXT Family & Relationship Services Australia (FRSA) is the national peak body for the family support sector.

At the broadest level, FRSA facilitates the delivery of high quality family and relationships services focused on the needs of clients. It does this through national representation to Government on policy development and program management, as well as providing support to service provider organisations in terms of information, business support, quality assurance and sector development.

FRSA is a member based organisation with three categories of membership. Organisations eligible for Full Membership are those that currently receive funding through the Australian Government's Family Support Program (FSP). Organisations that do not receive FSP funding but support the work of FRSA can join as Associate Members – Organisation. Individuals, including practitioners within the sector as well as those in related areas of work may join as Associate Members – Individuals.

FRSA is a not-for-profit company limited by guarantee as per the *Corporations Act 2001*.

The Board of Directors (the 'Board') is the governing body of FRSA. The Board identifies and protects the mission of the organisation and provides broad oversight to sets and continually reviews the strategic direction for the organisation in consultation with members.

POSITION PURPOSE

Directors provide FRSA with governance on behalf of the members. They are accountable to the members for the decisions made in relation to:

- Setting strategic priorities;
- Determining and monitoring the use of resources;
- Ensuring compliance with legislative and contractual requirements; and
- Maximising the overall performance of the organisation.

The relationship between the members of the organisation is regulated by the FRSA Constitution. Directors must meet duties of care, honesty and good faith in the performance of their roles.

REPORTING RELATIONSHIPS

The Executive Director is appointed by and reports to the Board of Directors.

STATUTORY DUTIES¹

The Corporations Act specifies four main duties for directors:

1. To act with all the care and diligence that a reasonable person might be expected to show in the role of director (s 180). The business judgment rule, provides a "safe harbour" for a director who makes a judgment in good faith, for the best interests of the company and does not have a material interest in the judgment;
2. To act in good faith in the best interests of the company and for a proper purpose (s 181), including to avoid conflicts of interest, and to reveal and manage conflicts if they arise. This duty is one of fidelity and trust, known as a 'fiduciary duty';
3. To not improperly use their position for personal gain or to the detriment to the company (s 182);
4. To not improperly use the information they gain in the course of their director duties for personal gain or to the detriment to the company (s 183);

Recent case law gives rise to another obligation – that being to disclose information to members wherever directors gain information or knowledge in the course of governing the organisation that could give rise to a position of privilege or competitive advantage over other members.

Added to these areas is the duty not to trade whilst insolvent (s 588G). Other significant duties and responsibilities for directors include:

- maintaining adequate accounting records and the audit of financial statements; and
- lodgement of information with ASIC.

¹ Australian Institute of Company Directors, summary of Director's Duties, website: www.aic.com.au accessed July 2007.

Other legislation, such as workplace health and safety and trade practices laws, imposes responsibilities on directors in addition to the Corporations Act.

KEY RESPONSIBILITIES

1. STRATEGIC PLANNING

- 1.1. On behalf of the members, the FRSA Board of Directors is the custodian of the FRSA vision and sets the broad strategic direction of the organisation.
- 1.2. FRSA will, from time to time, develop a Strategic Plan based on an analysis of the organisation's vision, political, social and environmental context and identified strategic priorities. Directors determine the process for developing the strategic plan (eg level of consultation and analysis to be undertaken), actively contribute to the plan and endorse the resulting plan which will guide the activities of the organisation over the medium – long term.
- 1.3. FRSA Directors monitor the implementation of the Strategic Plan. They may determine the nature and frequency of reports against the Strategic Plan and make adjustments as required.
- 1.4. FRSA Directors also approve the annual budget and any operational plans developed each year to support the achievement of the Strategic Plan.

2. FINANCIAL MANAGEMENT & REPORTING

- 2.1. The FRSA Board of Directors approves the annual budget and monitors income and expenditure throughout the year.
- 2.2. The FRSA Board of Directors must ensure that an annual audit of the financial records of FRSA is undertaken. The auditors report is tabled with members at the Annual General Meeting, lodged with ASIC as required by the *Corporations Act 2001* and provided to funding bodies with whom there is a contractual obligation to make audited financial reports available.
- 2.3. FRSA Directors are expected to review financial reports provided in advance of each Board meeting to:
 - a) Satisfy themselves that the organisation is solvent² and achieving any financial targets that the Board has set;
 - b) Determine whether FRSA has adequate financial management and reporting systems in place to provide an accurate picture of the financial health of the organisation at any given time;
 - c) Identify any risks to the organisation; and
 - d) Participate in discussions regarding amendment or adjustments to the annual budget.
- 2.4. The FRSA Board of Directors may constitute a finance or audit sub-committee to oversee the development of the annual budget and the conduct of the annual audit, however, all Directors retain responsibility for these functions.

² FRSA Directors are required to take appropriate action and notify ASIC if there is any reason to believe that FRSA is or may become insolvent.

3. HUMAN RESOURCE MANAGEMENT

3.1. The FRSA Board of Directors appoints the Executive Director and monitors his/her performance on an ongoing basis.

4. Directors are also asked to be available to the Executive Director between meetings of the Board to provide advice or direction.

5. MEETINGS

5.1. The FRSA Board will determine the frequency of meetings and teleconferences annually. It is anticipated that the Board would meet not less than twice in a year and not more than 6 times.

5.2. FRSA Directors are required to attend 75% of scheduled Board meetings.

5.3. An unexplained absence for two consecutive meetings may trigger the FRSA Board to review the Director's appointment.

5.4. Procedures for the conduct of the FRSA Board meetings, including requirements for a quorum, are articulated in the FRSA Constitution.

5.5. FRSA endeavours to provide Directors with meeting papers at least 3 days prior to each Board meeting.

5.6. Directors are expected to have read meeting papers and be prepared to participate actively in each meeting to ensure effective decision-making and constructive debate.

6. PERFORMANCE REVIEW

6.1. FRSA Directors determine the nature of Key Performance Indicators for the organisation and the frequency of reporting against these indicators required to ensure adequate monitoring of FRSA's achievements.

7. MEMBERSHIP

7.1. The FRSA Constitution vests with the Board of Directors the power to create membership categories, assign membership rights and benefits and set membership fees.

7.2. The FRSA Constitution requires that all membership applications must be considered and approved (or denied) by the FRSA Board of Directors.

7.3. The FRSA Board of Directors must satisfy itself that FRSA is maintaining an up-to-date register of members.

7.4. FRSA Directors may sometimes be called upon to hear complaints and/or resolve disputes arising between members or members and staff.

8. REPRESENTATION

8.1. FRSA Directors will from time to time represent FRSA in various forums and events. In this capacity, Directors are expected to:

- a. Accurately represent the views of FRSA members and stakeholders;
- b. Uphold the integrity and reputation of FRSA;
- c. Report back to the Board on all representative activities; and

- d. Identify and respond to opportunities and threats to the achievement of the FRSA vision.

9. BOARD TRAINING & DEVELOPMENT

- 9.1. FRSA seeks to ensure that Board Members have the skills, knowledge and confidence they need to make a meaningful contribution.
- 9.2. The FRSA Annual Budget includes a provision for Board training & development. Typically the use of these funds will be decided at a Board meeting and it is most likely that training and development activities will be inclusive of all board members.
- 9.3. Individual training / development may be considered, particularly where this relates to a specific governance function such as Chairperson, Finance Committee or Company Secretary.
- 9.4. The Board may also consider approving a contribution towards training costs, where an individual seeks to undertake training that enhances their skills or knowledge in governance.

OFFICE BEARERS

The FRSA Board determines from year to year, whether to appoint Director's to Office Bearer positions which have additional duties. A summary of additional duties for specific positions is attached.

CODE OF CONDUCT

FRSA Directors are expected to adhere to the Directors Code of Conduct, a copy of which is attached.

Updated: September 2016

FRSA Board Code of Conduct

Directors on the FRSA Board are expected to:

1. Act honestly, in good faith and in the best interests of FRSA, FRSA member organisations and families (including children and young people) that use family & relationship services.
2. Uphold the purpose and values of FRSA, as articulated in the Constitution and Strategic Plan.
3. Assist FRSA to build and promote a strong reputation for clear and accountable advocacy, effective sector development and quality research.
4. Respect other directors and work collegiately, valuing differences but trusting that each director has a genuine commitment to the work of FRSA.
5. Respect the chair and comply with rules adopted for meetings and board discussions.
6. Support decisions of the board and maintain confidentiality around Board discussions.
7. Respect the confidentiality of information acquired as a director which remains the property of FRSA and must not be disclosed or used in any way unless authorised by FRSA or the person from whom the information is provided or required by law.
8. Use due care and diligence in fulfilling the functions of governance and exercising the powers attached to the role of director and not take improper advantage of the position.
9. Declare any interest or potential benefits to be derived from board decisions, ensuring that any potential conflicts of interest are avoided or managed appropriately.
10. Encourage other board members to speak openly about potential or perceived conflicts of interest and raise conflicts you think other directors may have, where appropriate.
11. Exercise independent judgement and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.
12. Represent or speak on behalf of FRSA, only when authorised by the board.
13. Avoid engaging in conduct likely to bring discredit upon FRSA or its member organisations.
14. Comply with the spirit, as well as the letter, of the law and with the principles of this Code.

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