

# SANDAS MANAGEMENT & BOARD RESPONSIBILITY POLICY



## PURPOSE:

This policy identifies and describes the responsibilities of the:

- Board
- Board Members (Directors)
- Board Sub-Committees
- Board Chair
- Board Treasurer
- Board Secretary
- Executive Officer

## POLICY STATEMENT:

Organisational structure and lines of accountability within SANDAS are described in the [SANDAS Organisational Chart](#). Authorities within the organisation are specified in the [SANDAS Delegations Procedure](#).

Principles and elements of organisational governance are specified in the [SANDAS Governance Policy](#) and [SANDAS Governance Procedure](#).

### Responsibilities of Board

Powers and duties of the Board are set out in Section 8 of the [SANDAS Constitution](#).

The Board will focus on the strategic direction and the core policies of the organisation. It is not the role of the Board to become involved in day-to-day operational decisions. Where individual Board members become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

Collectively, and in conjunction with the Executive Officer, the Board is responsible to:

1. Provide leadership in the [establishment, implementation, monitoring and review of the quality management system](#):
  - Establish, maintain and communicate the [SANDAS Quality Policy](#), including establishing quality objectives as part of the strategic planning process, guided by the [SANDAS Planning Procedure](#) and the [SANDAS Document Review Procedure](#) (*ISO9001:2015 5.2.1*)
  - Be aware of quality system requirements and the importance of integrating them into all business processes. (*ISO9001:2015 5.1.1 f*)
  - Ensure quality management is a standing agenda item at Board and staff meetings. (*ISO9001:2015 5.1.1 f*)
  - Monitor quality outcomes (*ISO9001:2015 5.1.1 g*) via:

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- ✓ Reporting requirements, as outlined in the [SANDAS Governance Procedure](#);
  - ✓ Management Review Meeting, as per the [SANDAS Management Review Meeting Procedure](#);
  - ✓ Strategic planning process.
  - Drive improvement via organisational planning and improvement processes, as outlined in the [SANDAS Planning Procedure](#) and the [SANDAS Improvements Procedure \(ISO9001:2015 5.1.1 i\)](#)
2. Ensure the availability of resources necessary to meet the requirements of the quality management system (*ISO9001:2015 5.1.1 e*). These resources include:
- Staffing – staff are recruited, inducted, supervised and developed in accordance with the [SANDAS Human Resources Policy](#). Quality management responsibilities are incorporated into Position Descriptions (*ISO9001:2015 5.1.1 h*)
  - Infrastructure – leasing of premises and purchase of significant assets are overseen and approved by the EO, as per the [SANDAS Delegations of Authority Schedule](#).
  - Work environment – regular staff meetings facilitate discussion and a collaborative approach to work. Regular [individual supervision](#) and annual [staff appraisals](#) provide opportunity for two-way feedback.
  - Financial resources – financial operations are guided by the [SANDAS Finance Policy](#), administered by the Finance & Admin Officer and overseen by the EO and the Board Treasurer.
3. Ensure an ongoing commitment to customer focus (*ISO9001:2015 5.1.2*)
- Remain current with member and sector issues, needs and opinions via regular site meetings, surveys, networking, event evaluations and media monitoring, as per the [SANDAS Stakeholder Engagement Procedure \(ISO9001:2015 5.1.2 a and c\)](#)
  - Ensure that contractual obligations are understood and documented, and a plan is developed, implemented, monitored and reviewed as necessary to achieve the agreed outputs/outcomes. This process is guided by the [SANDAS Project Management Procedure \(ISO9001:2015 5.1.2 a\)](#)
  - Consider risks and opportunities as part of the strategic planning process, as guided by the [SANDAS Planning Procedure](#) and facilitated by the E.O. (*ISO9001:2015 5.1.2 b*)
4. Provide ongoing oversight of the organisation as per the [SANDAS Governance Policy](#), including:
- approving organisational memberships
  - approval of the annual budget
  - ensuring, via the processes outlined in the [SANDAS Governance Procedure](#), that the aims of SANDAS are carried out
  - oversight of workplace safety, as per the [SANDAS Workplace Safety Management Policy](#)
  - oversight of any risks, as per the [SANDAS Risk Management Procedure](#)
  - legal responsibilities

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5. Act as “Responsible People” under the Associations Incorporation Act. This means:
- to act with reasonable care and diligence
  - to act honestly and fairly in the best interests of the charity and for its charitable purposes
  - not to misuse their position or information they gain as a Responsible Person
  - to disclose conflicts of interest
  - to ensure that the financial affairs of the charity are managed responsibly, and
  - not to allow the charity to operate while it is insolvent.<sup>1</sup>

Individually, Board members are expected to contribute to the running of the organisation by:

- Regular attendance and participation at Board meetings
- Participation in the sub-committees, or other initiatives of the board established to improve the business outcomes of SANDAS.
- Acting in good faith, for the benefit of the Association and in accordance with the provisions of the Associations Incorporation Act, the [SANDAS Constitution](#) and SANDAS policies and procedures

## Absence from Board Meetings

Board members should endeavour to attend all Board meetings, but where an absence is unavoidable the Board member will:

- Send an apology to the Board Chair as soon as practicable, with an explanation for the absence.
- Copy the apology to the EO, who will record the absence.
- If a Board member is absent without an acceptable apology from more than 3 meetings in a financial year then they cease to hold office (*refer [SANDAS Constitution 7.5](#)*)

## Policy Breach

A breach of this policy may result in:

- Staff: disciplinary procedures up to and including summary dismissal consistent with the Small Business Fair Dismissal Code (available through the Fair Work website).
- Board Members: termination of their Board membership as confirmed by a motion of the Board to that effect.

## Proxies

Where an organisational Board member is unavailable for a Board meeting the [SANDAS Constitution \(clause 9.5\)](#) provides the right to send a proxy, subject to conditions. In the interest of continuity, the Board requests that organisations only appoint a proxy in the event of an extended absence. One-off or short-term absences are more appropriately managed by raising any issues for consideration by the Board with the Chair, prior to the meeting (*refer [SANDAS Constitution 9.5](#)*).

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<sup>1</sup> ACNC Governance Standard 5: Duties of Responsible People - <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/5-duties-responsible-people> - accessed 13.9.22

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Where a proxy is to be appointed, the name of the proxy must be forwarded in writing by the Executive Officer of the member organisation to the Board Chair or Secretary prior to the meeting. All proxies will need to sign the [SANDAS Staff and Board Confidentiality Agreement](#).

## **Additional Responsibilities of Board Chairperson**

The position of Board Chairperson is established by the [SANDAS Constitution](#) and the Board Chairperson is required to meet all the obligations included in it. Additionally, there are a range of other responsibilities, including:

- Chairing Board, Executive and Annual General Meetings
- Signing contracts and reports as required, consistent with the [SANDAS Delegations of Authority Schedule](#)
- Providing supervision, performance management and participating in performance reviews as per [SANDAS Human Resources Policy](#)
- Providing advice to the Executive Officer
- Representing SANDAS at meetings with State and Federal Government ministers and departmental staff.
- Welcoming speakers and dignitaries at SANDAS events.

## **Specific Responsibilities of the Secretary**

These tasks are conducted with the support of the staff as directed through the EO:

- Convening the Annual General Meeting and any special meetings
- Ensuring that adequate records are kept of all meetings
- Ensuring an accurate register of members is maintained
- Act as Deputy Chairperson of the Board, standing in for the Chairperson when they are unavailable and attending key meetings

## **Specific Responsibilities of the Treasurer**

These tasks are conducted with the support of the staff as directed through the EO:

- Providing the Board with a monthly report which details the organisation's solvency, current financial situation and highlights any financial risks to the organisation
- Reviewing of payments and receipts
- Working with the external financial auditor to ensure the organisation complies with and completes all regulatory and audit requirements

## **Additional Responsibilities of Board Executive**

The responsibilities of the Board Executive are as set out in the [Terms of Reference](#) for the Board Executive Committee as operational at the time. The purpose of the Committee is to oversee the finances and governance of the organisation, in line with the [SANDAS Constitution](#) and [Strategic Directions](#).

## **Additional Responsibilities of Board Sub-Committee(s)**

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SANDAS establishes sub-committees of the Board on an as-needs basis, consistent with the [Constitution](#). Each committee will have Terms of Reference that inform its operation. It is the responsibility of each member of the committee to operate within that committee's terms of reference. Each Board Subcommittee will be chaired by a Board Member. It is the Chair of the Subcommittee's responsibility (assisted by secretariat) to ensure that:

- meetings occur according to the schedule in the terms of reference
- that minutes are taken, recording discussion and actions arising
- a report is presented to the SANDAS Board at each Board meeting immediately following a Sub Committee meeting
- that where issues requiring Board consideration or decisions arise, these are reported promptly to the Board

## **Additional Responsibilities of Executive Officer**

It is the responsibility of the EO to address key management and operational issues within the scope of SANDAS policies and the direction laid down by the Board, including:

- Developing and implementing organisational strategies and making recommendations to the Board on significant strategic initiatives; as per [SANDAS Planning Procedure](#);
- Appointment of staff (including terms of appointment) and evaluating performance, in accordance with the [SANDAS Recruitment Procedure](#) and [Professional Review Procedure](#);
- Developing the annual budget and managing day-to-day operations within the budget, in accordance with the [SANDAS Finance Policy](#);
- Maintaining an effective risk management framework, in accordance with the [SANDAS Risk Management Procedure](#);
- Keeping the Board informed about any developments with a material impact on the organisation's performance; and
- Managing day-to-day operations in accordance with agreed standards for social, ethical and environmental practices.
- Other responsibilities as per the EO's position description.

## **LEGISLATION & STANDARDS:**

- [ISO9001:2015 5.1.1; 5.1.2](#)
- [ACNC Governance Standards](#)
- [Associations Incorporation Act 1985](#)

## **DEFINITIONS/REFERENCES:**

- [SANDAS Board Executive Committee Terms of Reference](#)
- [SANDAS Constitution](#)
- [SANDAS Delegations Procedure](#)
- [SANDAS Delegations of Authority Schedule](#)
- [SANDAS Document Review Procedure](#)

# SANDAS MANAGEMENT & BOARD RESPONSIBILITY POLICY



- [SANDAS Finance Policy](#)
- [SANDAS Governance Policy](#)
- [SANDAS Governance Procedure](#)
- [SANDAS Human Resources Policy](#)
- [SANDAS Improvements Procedure](#)
- [SANDAS Management Review Meeting Procedure](#)
- [SANDAS Organisational Chart](#)
- [SANDAS Planning Procedure](#)
- [SANDAS Professional Review Procedure](#)
- [SANDAS Project Management Procedure](#)
- [SANDAS Quality Responsibilities Summary](#)
- [SANDAS Quality Policy](#)
- [SANDAS Recruitment Procedure](#)
- [SANDAS Risk Management Procedure](#)
- [SANDAS Staff and Board Confidentiality Agreement](#)
- [SANDAS Stakeholder Engagement Procedure](#)
- [SANDAS Strategic Directions 2018-2021](#)
- [SANDAS Workplace Safety Management Policy](#)