**POSITION DESCRIPTION – OFFICE BEARERS**

**Purpose of Position:**

A Director is elected by the Members of REACH Limited and is accountable for the governance of REACH Limited within the Constitution and the Law.

**Responsible to:**

Members of REACH Limited, other Board Members, other stakeholders, the Australian Securities Commission

**Roles & duties as set out in these policies and procedures:**

**Governance**

The Board is legally responsible and accountable for the overall direction of REACH Limited and the administration of its affairs, property and funds including:

* Strategic Planning;
* Approving budgets and financial reports;
* Ensuring obligations to legal bodies are met;
* Assuming legal and contractual responsibilities
* The appointment and management of senior staff;
* Delegating responsibility for tasks and monitoring and reviewing performance;
* Meeting the requirements of regulations;
* Acting in line with the code of ethics and code of conduct;
* Declaring individual conflicts of interest whether their own or others;
* Maintaining confidentiality where required and adhering to the privacy policy of REACH Limited;
* Attending meetings regularly, including sub-committees and special purpose if nominated to these committees;
* Attending annual planning events and other board activities as required;
* Positively representing REACH Limited to the broader community;
* Ensuring that staff conditions are fair and equitable;
* Committing to the values, principles and strategic directions of REACH Limited; and
* Upon election, participating in the Board induction process

**Roles and Duties**

* Have a clear understanding of our Constitution and Corporations Law’s provisions which affect REACH Limited
* Fulfil all constitutional requirements
* Ensure compliance with legal and financial responsibilities
* Be jointly responsible for the performance of the company
* Be aware of and observe the procedures of meetings (quorum requirements, voting procedures, proxy provisions
* Adhere to the Code of Conduct and Code of Ethics for our Directors
* Identify with the aims and objectives of R.E.A.C.H and work towards achieving them
* Follow lines of protocol and authority and not interfere with the daily operations of the organisation
* Actively and positively promote the organisation
* Actively encourage people to participate on the Board or in committees
* Be a member of a committee if required
* Keep informed of issues affecting the sector and the region
* Carry out the activities outlined in the terms of reference for the Board

**Directors’ Rights and Responsibilities**

**Legal Responsibilities**

The legal responsibilities of Directors are to:

* Fulfil all legal requirements
* Act honestly
* Act with reasonable care and diligence
* Not me improper use of the information gained
* Not make improper use of the position of Director or Office Bearer
* Keep informed of REACH Limited activities
* Ensure that there are adequate funds for the operation of the organisation and that records are kept and accounted for in line with acceptable accounting principles
* Ensure that funds are not mismanaged
* Use their skills to contribute to the organisation

**Board Meetings**

* Timely access to information needed to make decisions
* Training in the position held in the company
* Confidentiality of Board discussions so that Directors can speak freely during meetings

**Relations with Staff and Volunteers**

The Board of Directors, acting as one body, represents REACH Limited stakeholders. Consequently, workers and volunteers are answerable to the Board as a body, not to individual Directors.

The REACH Limited Board seeks to lead leaders. This requires the strength to allow others to make decisions. This Board should never give the message, by intervening in every potential mistake, that to err is unacceptable. In dealing with staff and volunteers the Boards seeks to stress success rather than to blame or emphases errors. Investigating and minimising performance errors is a personnel management issue not a Board issue.

Individual Directors may not attempt to interfere with the work of staff or other volunteers or to exercise authority over the organisation unless explicitly set forth in the policies or delegated to do so.

No directors should involve or align themselves in disputes or negotiations between REACH Limited personnel, engage in solving staff problems or interpret anything to staff. Any director so approached should cite this directive and refer the person to the relevant policies and procedures.

Directors may only attend the REACH Limited office:

* When engaged in organised board activities;
* As a member of a standing or ad hoc committee; or
* In their role as a tenant

Directors attending the office on Board business must notify the appropriate staff or volunteer in advance. To further clarify the relationship, no Board member can be an office volunteer.

**Public Relations**

Directors have no authority to speak to the public, press, government representatives or other entities without authorisation from the Board either through these policies and procedures or a minuted resolution. All directors are expected to actively promote and defend the reputation of REACH Limited in their informal networks.

**Performance**

In the performance of their duties, Directors are expected to:

* Be committed to making a difference to the lives of tenants, the community and the organisation
* Work to ensure that the Board’s time, process and focus is directed to the REACH Limited mission and objectives
* Encourage and participate in debates and accept the diversity of views needed for success
* Focus on quality results
* Regardless of personal opinions, support the decisions of the Board and be bound by its directions
* Exercise powers for which they were conferred
* Exercise a degree of care, diligence and skill that a reasonable person would use

**Directors Code of Ethics**

There are 12 distinct areas of conduct in relation to corporate ethics which Directors should address.

1. **Responsibility to Members**

*Recognise that you are responsible for all members’ perpetuity.*

At the same time there are corresponding obligations to all stakeholders the environment and the wider community.

1. **Positive Example**

*Ensure that you set a positive example of ethical behaviour. This example should be set in all your dealings – with other board members, with the organisation, with employees, with members and with the sector as a whole.*

The character and behaviour of leaders is crucial when setting the tone of an organisation. Ideally all actions of Directors will demonstrate a continuing commitment to high ethical standards.

1. **Skills and Experience**

*Ensure that you possess the skills and experience necessary to make a positive contribution to the affairs of the organisation.*

Where possible, Directors should expand their existing knowledge and capacities with current information on topics such as relevant legislation, financial and accounting techniques, standards and conventions, approaches to corporate and strategic planning and so on.

1. **Operate according to Best Practice**

*Ensure that the organisation operates according to best practice, especially in the application of principles of corporate governance.*

While an individual’s capacity to ensure that the organisation uses principles of best practice may, in practice, be limited, Directors should play an active role in improving the performance of the Board.

1. **Support Principled and Ethical Business Practices**

*Ensure that all stakeholders are sent clear signals indicating the Board’s support for principled and ethical business practices.*

Sometimes, this may mean forgoing short term advantages in support of agreed standards and principles.

1. **Foster and Ethical Climate**

*Ensure that management is encouraged to foster an ethical climate that is ‘owned’ by the organisation as a whole.*

*Ensure the whole organisation is involved in defining the organisations ethos. Board involvement (as opposed to control) helps foster a sense of ‘ownership’ of the organisations values. This helps everyone understand what the values actually mean in practice and this increases the application for, and commitment to, the company’s ethics.*

1. **Integrity**

*Ensure that the organisation does not merely profess ethical standards as a form of ‘window dressing’.*

*Ensure that there is no mismatch between the organisation’s words and deeds.*

1. **Selection of Professional Advisers**

*Insist that professional advisors be selected on the basis of their high ethical standards as well as their competence.*

1. **Observe the Spirit of the Law**

*Insist that the organisation observes the spirit, as well as the letter of the law.*

1. **Ethical Behaviour Above All**

*Ensure that the policies and practices of the organisation are such that ethical behaviour is recognised as being intrinsically desirable and that no board member or employee is rewarded for achievement based on unethical activities.*

1. **Conflict of Ethical Principles**

*Recognise that there may be time when ethical principles come into conflict and one principle may be sacrificed for another. When this happens, the decision should be explained to the affected parties and ways sought to minimise any damage.*

*Ethical issues rarely present themselves in terms of clear cut principles of ‘black and white;. When decisions of this type need to be made, the arguments that support the decision should be recorded – not just the decisions itself.*

1. **Directors Ability**

*Director’s should develop their own ability to assist in the resolution of ethical dilemmas (where board members lack the necessary skills, then suitable assistance should be sought).*

**Directors Code of Behaviour**

The Board Code of Behaviour is designed to ensure that the Directors work effectively as a team. Expectations include:

* Work together cooperatively as a team
* Use common etiquette towards Board members at all times
* Declare any conflicts of interest
* Maintain confidentiality and respect the special information the Board may obtain
* Trust other Board members and respect their trust in you
* Inform and welcome new members and help them to become part of the Board
* Attend Board meetings
* Keep a personal copy of the Board meetings and decisions
* Make sure that the Board works we as a decision making body
* Don’t override decisions made by the Board unless discussed with the Board
* Be willing to be actively involved in various reference groups, working parties and meetings other than the Board meetings, as required
* Attend training and development activities, as required

**Unacceptable Behaviour**

The following activities are considered unacceptable REACH Limited Directors:

* Lobbying
* Withholding information
* Breaching confidentiality
* Breaching conflict of interest provisions
* Misrepresentation
* Unauthorised representation
* Non-attendance
* Meeting disruption
* At the first meeting of the Board after the Annual General Meeting, Directors are required to sign the Reach Board Performance Agreement which their performance is measured.
* Failure to keep the agreement may, subject to the law, be grounds for a resolution to be put to a general meeting to remove a Director from office.
* The format of the Agreement is set out below. Agreements are kept in a confidential file in line with REACH Limited documents procedures and a copy given to the signatory.

**Powers of Directors**

The business of the company is to be managed by or under the direction of the directors.

The Directors may exercise all the powers of the company except any powers the law or the constitution requires the company to exercise in a general meeting. This includes the power to borrow money, to charge any property or business of the obligation of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.

Except when excluded in the constitution or by law, the Directors may make policies and procedures binding on members to facilitate the good management of the company.

No rule made or resolution passed by the company in g general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

The acts of a Director of the company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

Where a person who vacates the office of Directors purports to perform an act as a Director of that company, that act as valid, in relation to a person dealing with the company.

**Removal and Resignation of Directors**

Subject to the law, the company in general meeting may by resolution remove a Director from office.

A director may resign by giving a written notice of resignation to the company at its registered office.

In addition to any other circumstances in which the office of a Director becomes vacant under law, the office of a Director becomes vacant if the Director:

* Becomes bankrupt or suspends payments with his or her creditors
* Is charged in any way under the law relating to mental health
* Is absent from 3 consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his or her seat to be absent
* Ceases to be qualified as a Director under rule 23 of the constitution
* Is removed by resolution in accordance with rule 35 of the constitution