**Position Description – VICE Chairperson**

**Purpose of Position:**

* To take the position of the Chairperson when the Chair becomes vacant
* To coordinate the effective operation of the Board
* To represent the company to external stakeholders and the public
* To communicate with management of the organisation

**Responsible to:**

Members of REACH Limited, other Board Members, other stakeholders, Australian Securities and Investments Commission (ASIC)

**Roles & duties as set out below and reflected in the REACH Limited Policies and Procedures**

**Governance (Vice Chairperson)**

The Vice Chairperson has responsibility to (as required):

* Demonstrate a commitment to REACH Limited’s strategic directions and when required give voice publicly to REACH Limited’s work in the community.
* Assure the integrity of the Board’s processes in accordance with REACH Limited’s Constitution, governance policies and organisation’s procedures and systems.
* Provide leadership to the Board.
* Ensure that the Board’s behaviours and actions are consistent with its own rules, policies and external requirements.
* To chair all governance meetings ensuring that agenda items are prioritised if necessary and time limits are set; lead meetings through the agenda, keeping discussion relevant and summarising lengthy discussions prior to clear decision making; encourage Board participation in discussions; ensure that accurate and up to date minutes are recorded clearly; once accepted sign the minutes of the previous meeting as an accurate record; and conduct meetings in accordance with the Constitution.
* Sign and if required contribute to the writing of official letters to government bodies and other institutions.
* Ensure that maintenance of respectful relationships and flow of information occurs between the Board and the Regional Manager.
* Make urgent decisions in critical situations

**Membership**

* Table membership applications at Board meetings for approval
* Ensure that management provides all relevant information to new members

**Board**

* Be responsible for the implementation of the Board membership policies and its procedures
* Promote and encourage Board membership and General Meetings

**Staff**

* Oversee and support management with the implementation of staff policies and procedures
* Have regular contact with management regarding staff operational issues

**External Stakeholders**

* Oversee the implementation of the external stakeholders’ policies and procedures
* Network with external stakeholders as directed by the Board or as necessary in the performance of these duties

**Relationship Management**

* Oversee the implementation of the Confidentiality policy and procedures
* Decide if a breach of confidentiality is treated as a minor or major breach

**Planning and Review**

* Present a summary of the organisation’s history and recent performance at the Annual General Meeting
* Arrange guest speakers at the annual general and other general meetings as required
* Present any significant policy changes to a general meeting for approval by the members
* Present the Annual Report, including the Chairpersons’ Report, in conjunction with the Auditor and the Treasurer, at the Annual General Meeting

**Governance (All Directors)**

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 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)
* Identify with the aims and objectives of REACH Limited 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 subcommittees
* Be a member of a subcommittee if required
* Keep informed of issues affecting the sector and the region

**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 improperly use 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

**Board members have the right to:**

* 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 Board seeks to promote success, rather than to place an emphasis on errors. Personnel management is not a Board issue.

Individual Directors will not 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.

Directors may only attend the REACH Limited office:

* When engaged in Board activities;
* As a member of a standing or subcommittee; or
* In their role as a tenant

**Public Relations**

The Chairperson of the organisation has delegated authority to speak to the public, press, government representatives or other entities through the REACH Limited policies and procedures. The Chairperson can delegate this responsibility as required. The Chairperson is also 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 in line with the company constitution, the mission and vision statements of the organisation
* 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

**Powers of Directors**

The governance of the company is to be managed by or under the direction of the Directors in line with the requirements of the constitution.

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.

No rule made or resolution passed by the company in a 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.

**Removal and Resignation of Directors**

Subject to the law, the company in a 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