



BOARD POLICY

BOARD TERMS OF REFERENCE

Policy number	Board2	Version	5
Drafted by	Tim Watts	Approved by Board on	Aug 2013
Responsible person	President	Scheduled review date	Nov 2015

Introduction

Environment Victoria is governed according to its Rules of Incorporated Association (Associations Incorporation Act 1981 (Victoria)). Under the Rules of Association, the Environment Victoria Board is given wide powers to pursue the objects of the Association.

Purpose

This policy articulates the Environment Victoria Board's role and responsibilities.

Role of the Board

The Environment Victoria Board operates as a governance board, and as noted in the Rules of Association (20.2a), the board shall "...control and manage the business and affairs of the Association". In line with this and operating under a governance model, the Board will:

- ensure that the organisation a clear strategic set a broad strategy for the entity to achieve its mission, and that its activities are working towards achieving this mission
- ensure that the organisation is financially viable in the immediate term (i.e. is solvent), and can continue to fulfil its aims through medium to long term financial health
- appoint, monitor and appraise the performance of the Chief Executive Officer
- evaluate the performance of the Board and of the organisation
- implement and monitor appropriate policies and procedures thereby:
 - ensuring that all legal and ethical responsibilities are met
 - fostering a healthy organisational culture
- ensure that organisational risks are proactively identified and appropriately mitigated and/or managed
- ensure new Board members are inducted fully and appropriately.

It is envisaged that to fulfil these governance requirements, Board membership will be diverse enough that all key competencies required will be represented, and will include, but not be limited to: environmental policy and strategy, finance, legal, fundraising, organisational strategy, audit, risk, community or stakeholder engagement.

The Board delegates all management responsibilities to the Chief Executive Officer, who has wide management authority, which is limited and guided by the organisations policies, the Board and sub-committees of the Board.

Members

As noted in the Rules of Association (22.1. Subject to section 23 of the Act), the Board shall consist of:

- a. the President, the Vice-President, the Secretary; and
- b. up to 7 (but no fewer than 3) members or Representatives who shall be ordinary members of the Board.

Authority

As noted in the Rules of Association (20.2. The Board, subject to Rule 20.3), the Board:

- a. shall control and manage the business and affairs of the Association;
- b. may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of Members; and
- c. subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

Proceedings

The proceedings of the Board are set out in the Rules of Association and further explained in the Board Manual.

Responsibilities

Environment Victoria's Board is:

- responsible for approving this policy
- responsible for the implementation of this policy
- responsible for reviewing this policy as and when the need arises.

Governance

Decision-making will occur as per the Rules of Association (24.3), namely "Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by any member of the Board, by a poll taken in such manner as the person presiding at the meeting may determine".

Meetings

Board meetings will be conducted in consideration of the following expectations:

- As noted in the Rules of Association (24.1.), the Board shall meet at least 4 times in each year at such place and such times as the Board may determine and may adjourn and otherwise regulate its meetings as it sees fit.
- All Board members are expected to attend each meeting, in person, or through teleconference or videoconference.
- Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.
- Minutes will be prepared and draft minutes circulated and amended as necessary prior to the next meeting and forwarded to the Board and CEO.

Communication

All current Board members, employees and volunteers are able to view this policy on Environment Victoria's intranet for staff and Board. All new Board members, employees and

new volunteers (where applicable) must be made aware of this policy during the induction process.

All people applying for a Board role must be made aware of this policy during the application process.