



## Duties and expectations of EIANZ Board members

The EIANZ Board is responsible for the overall governance and leadership of the EIANZ. The Institute's **Statement of Corporate Governance** outlines the core principles and activities that guide the governance practices of the Institute. The principles are based on the principles of good governance for not-for-profit organisations, developed by the Australian Institute of Company Directors, and the activities summarise the practical implementation of those principles.

All EIANZ volunteers and staff are expected to undertake their duties in accordance with this Statement, while certain representatives, particularly the EIANZ Board and Advisory Council, are further expected to demonstrate leadership in relation to good governance practices.

Serving on the Board is an honour and privilege. While very rewarding, it involves a substantial commitment of personal time and energy. On average, Board members should anticipate spending 2-10 hours per week on Board matters.

### The Board

The role of the Board involves these core elements:

- Determining, reviewing and maintaining the vision, purpose and values of EIANZ
- Attending all Board meetings
- Serving on Board committees
- Oversight of the operations of the Institute
- Approval and ongoing monitoring of strategic and operational plans
- Approval of annual budgets and endorsement of the Institute's consolidated financial statements submitted to the Annual General Meeting
- Appointment and oversight of the Executive Officer
- Risk oversight
- Providing a check on the integrity of external financial and non-financial reports
- Supporting effective engagement with key stakeholders.
- Approval of expenditure above delegations
- Setting of membership fees
- Endorsing Special Interest Section Annual Business Plans

Additional duties and responsibilities for specific Board roles are outlined in the respective position descriptions.

## Board and Institute Committees

There are a suite of Board and Institute Committees that support and advise the Board and there is an expectation that every Board member sits one or more of these Committees depending on their role. Information on Board and Institute Committees including Terms of Reference and current membership is in the **EIANZ Committee overview**.

## Expectations and commitments

In a typical year, and at a minimum, Board members are expected to attend approximately 50 hours of meetings, including:

- Ordinary Board meetings held via teleconference (2 hours each, typically 8 annually)
- Two full-day face-to-face Board meetings (8 hours each), one to be held at the time of the Institute's Annual Conference
- One Annual General Meeting (1 hour), to be held at the time of the Institute's Annual Conference
- Board Committee meetings held via teleconference (1 hour each, typically 6-10 annually) per Committee
- Other meetings as required held via teleconference (1 hour each).

In addition, Board members are expected to prepare for and undertake actions resulting from meetings, contribute to drafting documents and correspond with other volunteers and EIANZ staff across the Institute. Board members are also expected to attend the Institute's Annual Conference and contribute to other Institute projects and activities.

Board members should be actively involved with local activities. Board members can serve as ordinary members on the executive committees of Australian Divisions or the NZ Chapter or may attend their meetings as observers with the agreement of the relevant committee.

All Board members serve on a volunteer basis, however expenses incurred in undertaking their role (such as travel) are reimbursed.

## Behaviour and conduct

Board members must:

- Adhere to, and be exemplars of, the **EIANZ Code of Ethics and Professional Conduct**.
- Undertake any induction and training procedures provided, including familiarising themselves with the **Rules of Association, By-laws** and Statement of **Corporate Governance**
- Exercise powers and undertake duties with reasonable care and diligence in good faith, for a proper purpose, and in the best interests of the Institute.
- Be respectful and unbiased
- Raise concerns about the risks, issues, impacts and benefits of matters before the Board
- Ensure that the Institute complies with the **Associations Incorporation Reform Act 2012 (Vic)**, the EIANZ Rules of Association, By-laws and relevant legislation.
- Not use their position on the Board, or any information acquired by that

position, to gain any material advantage for themselves, or for any other person to the detriment of the Institute

- Immediately inform the Board of any direct or indirect material or perceived personal, pecuniary or conflict of interest in any matter before the Board, and follow the Board's rulings as to the action to be taken to manage such interests
- Promote the Institute, its programs and activities in the community as opportunities arise, however media or public commentary should only be made with the prior approval of another Board member.

### Skills and experience

Board members, individually or collectively, should possess the following skills and experience:

- Experience within the Institute or other similar organisations.
- Strategic expertise
- Governance experience in not-for-profit organisations.
- Managing risk
- Legal
- Governance or Board qualifications or training
- Accounting and finance experience and skills
- Experience and skills in managing people and teams and achieving change
- Ability to work collaboratively to achieve common goals and objectives
- Experience and skills in one or more of the areas of environmental practice

### Additional responsibilities for specific positions

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| <p><b>President</b></p>                  | <ul style="list-style-type: none"> <li>• Chairs meetings of the Board and any general meetings of the Institute</li> <li>• Leads the Board and Institute in a professional and effective manner</li> <li>• Ensures that Board decisions are effectively communicated to relevant organisational units and the membership</li> <li>• Ensures effective communication between the Board and the Advisory Council</li> <li>• Ensures that the position of the Institute on policy matters is communicated consistently</li> <li>• Advocates on behalf of members and represents the Institute</li> <li>• Provides oversight of Institute operations and has a productive working relationship with Central Office staff</li> <li>• Promotes the Institute's purpose and activities</li> <li>• Ensures that operational challenges are understood and addressed</li> <li>• Ensures that the Board works effectively as a team</li> </ul> |
| <p><b>Vice President (Australia)</b></p> | <ul style="list-style-type: none"> <li>• Provides leadership to the Australian Chapter</li> <li>• Provides an effective conduit between the Australian membership and the Board</li> <li>• In the absence of the President, Chairs Board or Institute meetings</li> <li>• Leads engagement with Australian elected representatives and</li> </ul>  |

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|                                     | <ul style="list-style-type: none"> <li>relevant organisations</li> <li>Leads development and implementation of membership strategies in Australia</li> </ul>  |
| <b>Vice President (New Zealand)</b> | <ul style="list-style-type: none"> <li>Provides leadership to the New Zealand Chapter</li> <li>Provides an effective conduit between the New Zealand membership and the Board</li> <li>In the absence of the President, Chairs Board or Institute meetings</li> <li>Leads engagement with Aotearoa New Zealand elected representatives and relevant organisations</li> <li>Leads development and implementation of membership strategies in Aotearoa New Zealand</li> </ul>   |
| <b>Treasurer</b>                    | <ul style="list-style-type: none"> <li>Manages the financial affairs of the Institute responsibly</li> <li>Ensures that financial reports are provided to the Board, organisational units and membership</li> <li>Chairs the Finance Committee</li> <li>Ensures that all Treasurers of the Australian Divisions and the NZ Chapter effectively manage and administer local budgets</li> <li></li> </ul>   |
| <b>Secretary</b>                    | <ul style="list-style-type: none"> <li>Provides advice to Board and its committees on governance matters</li> <li>Monitors adherence to policies and procedures</li> <li>Oversees maintenance of the Rules of Association, Institute By-laws and Board policies</li> <li>Ensures the timely completion and despatch of Board and committee papers</li> <li>Facilitates induction and professional development of Board members</li> <li>Oversees the organisation for Board elections, annual merit awards and general meetings of the Institute</li> <li>Ensures that the membership is informed of important Institute activities</li> <li>Oversees membership processes, including applications, honorary / fellow membership and disciplinary procedures</li> </ul> |
| <b>Ordinary Board members x2</b>    | <ul style="list-style-type: none"> <li>Leads priority projects and / or has primary responsibility for a portfolio</li> </ul>   |

[Links to useful governance resources](#)

[ACNC Governance for Good](#)

[AICD Good Governance Principles and Guidelines](#)