ACT
Mental Health
Consumer Network

Board Roles and Responsibilities



THE ROLES AND RESPONSIBILITIES OF ACT MENTAL HEALTH CONSUMER NETWORK'S BOARD

This document outlines some of the responsibilities members agree to take on when joining the Network's Board. In particular the document outlines the roles of the office bearers: Chair, Deputy Chair, Secretary and Treasurer.

The first part of the document contains the sections on roles of the Board and its office bearers in the Network's Constitution. The duties specified in this part of the document are specific to the Network. The second part of the document holds more general comments on the role of board members and office bearers taken from ACTCOSS' Organisations Information Kit (www.actcoss.org.au/oik/index.html), which is a useful resource for aspiring and current Committee/ Board members.

The information contained in this document is only a brief guideline and not a full description of the practical duties of Board members. Current and aspiring are also always welcome to make an appointment to speak to the executive officer about the roles, responsibilities and expectations, which are associated with being a member of the Network's Board.

What the Network's constitution says about the Board:

14.1 The Board consists of:

14.1.1 the office bearers of the Network; and

14.1.2 up to seven ordinary Board members

who are elected at an annual general meeting of the Network or appointed to the Board according to this constitution.

14.2 Only an individual who is a member of the Network is eligible for election or appointment to the Board.

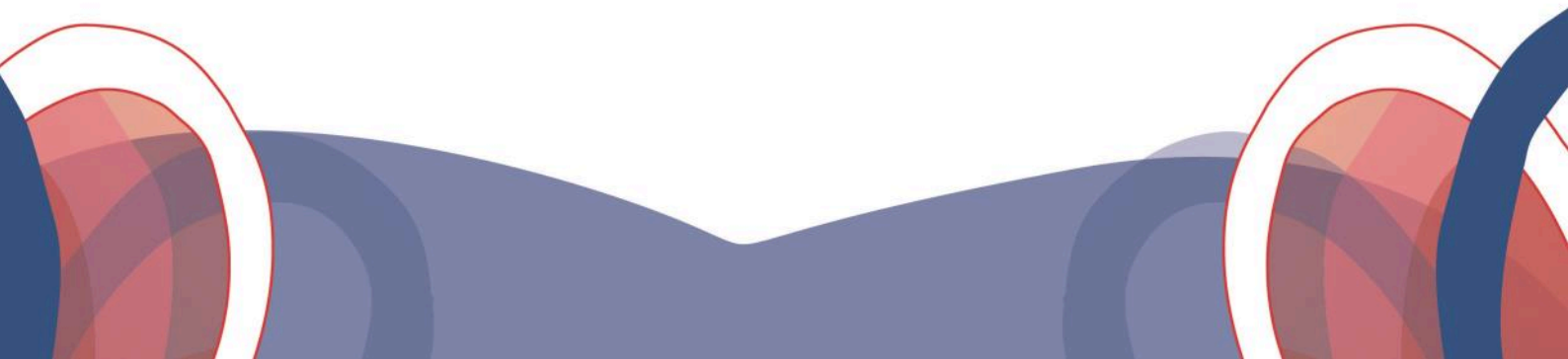
14.3 At least six of the Board members (including the chair) must be primary members of the Network.

14.4 Subject to this constitution:

14.4.1 the chair and the secretary hold office for a two year term commencing in odd calendar years;

14.4.2 the deputy chair and the treasurer hold office for a two year term commencing in even calendar years;

14.4.3 each ordinary Board member holds office for a two year term; and



14.4.4 each Board member is eligible for re-election, unless they have served the maximum number of consecutive years.

14.5 Subject to clause 14.6, the maximum number of consecutive years a person may serve as a Board member is six consecutive years.

14.6 The maximum number of consecutive years a person may serve as a Board member is seven consecutive years only:

14.6.1 if they are an immediate past office bearer of the Network; and

14.6.2 as an ordinary Board member.

14.7 A person who has been on the Board for the maximum number of consecutive years may be appointed or elected to the Board again only after a gap of one full year in which they are not a Board member.

14.8 Subject to clause 14.7, if there is a vacancy in the membership of the Board, the Board may appoint a member of the Network to hold office for the remainder of the relevant election period, with that member's agreement.

15.1 Subject to the Act, the regulations, this constitution and to any resolution passed by the Network in general meeting; the Board manages the affairs of the Network.

15.2 The Board delegates the day to day management of the Network to the Chief Executive Officer, subject to any conditions or limitations decided by the Board.

15.3 The Board is responsible for effective staff recruitment, management and supervision.

What the Network's constitution says about individual membership:

5.1 An individual is qualified to be a primary member if the individual:

5.1.1. identifies as having lived experience of mental illness or psychiatric disorder, or has personally used a mental health service for their own mental health needs;

5.1.2 is resident in the ACT or uses services and programs in the ACT;

5.1.3 accepts the objectives of the Network; and

5.1.4 has lodged an application for primary membership.

5.2 An individual is qualified to be an associate member if they:

5.2.1 empathise with consumers;

5.2.2 accept the objectives of the Network; and

5.2.3 have been accepted for associate membership by the Board.

What the Network's constitution says about office bearers:

1. Chair

17.1 The chair shall:

17.1.1 be responsible for the direction and supervision of the Network, with the Board's agreement;

17.1.2 preside at all general meetings and meetings of the Board;

17.1.3 be the public spokesperson for the Network to fellow consumers, government, media and other relevant bodies, including local, state and national interests of the Network; and

17.1.4 ensure appropriate communication with the Board, Network members and the executive officer.

2. Deputy Chair

18.1 The deputy chair shall:

18.1.1 replace the chair as required or when requested to do so by the chair;

18.1.2 act as advisor and support to the chair; and

18.1.3 assist the chair in their duties.

3. Secretary

19.1 The secretary must keep minutes of:

19.1.1 all elections and appointments of office bearers and other Board members;

19.1.2 the names of Board members present at a Board meeting or a general meeting; and

19.1.3 all proceedings at general meetings and Board meetings.

19.2 The secretary must ensure the minutes of proceedings at a meeting are signed by the person presiding at that meeting, or by the person who presides at the following meeting of that type.

19.3 The secretary must:

19.3.1 give notice of all general meetings;

19.3.2 oversee preparation of the agenda for meetings of the Board or the Network; and

19.3.3 oversee the preparation of the Network's annual report.

4. Treasurer

20.1 The treasurer must oversee all financial management of the Network including:

20.1.1 ensuring that all moneys due to the Network are collected and received and that all payments authorised by the Network are made;

20.1.2 ensuring that accurate books and accounts are kept showing the financial affairs of the Network;

20.1.3 ensuring that financial statements and reports are presented at such times as required by the Board, for the annual report, and at the annual general meeting; and

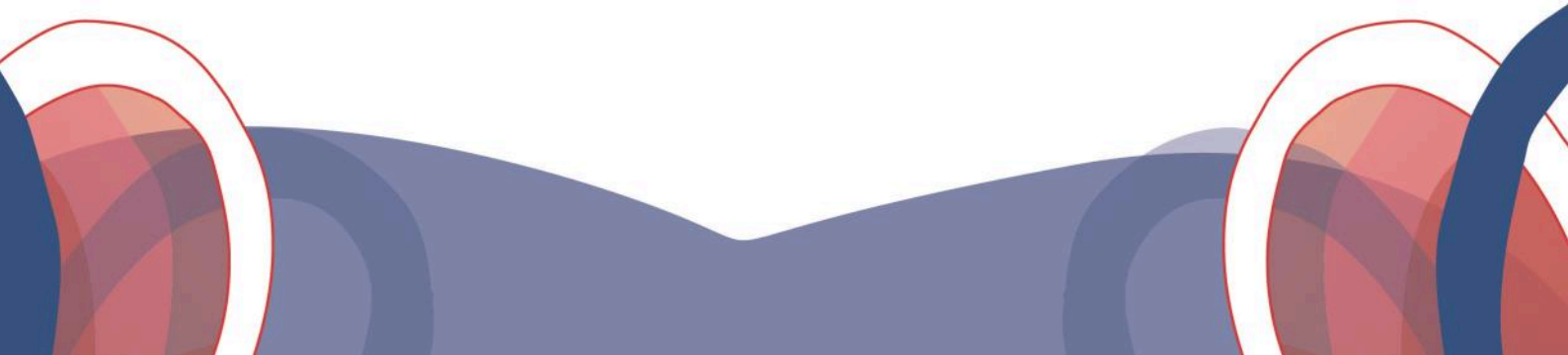
20.1.4 ensuring that the Network's financial affairs are audited and that the Network is informed of any anomalies.

WHAT ACTCOSS' ORGANISATIONS INFORMATION KIT SAYS ABOUT BOARD MEMBERSHIP:

1. Duties of Management Committee/Board Members

Showing leadership by:

- Providing organisational vision above all else
- Understanding their role within the organisation
- Being a trustee/owner not a volunteer/helper
- Being results focussed: consumer result, cost result, vision outcomes



The governing body has obligations to membership including to:

- Maintain the register of members
- Manage the funds
- Appoint the auditor and commission the annual audits
- Appoint a Public Officer
- Convene the Annual General Meeting
- Ensure elections are conducted as required
- Provide reports to the Annual General Meeting
- Lodge documentation with the Registrar General

Governing body members must have the discipline to:

- Focus on their governance role
- Be responsible for working as a group
- Determine what information is needed for accountability
- Give clear and consistent instruction to the staff
- Speak with one voice

Office Bearers

Chair: responsible for the integrity of the process.

Secretary: responsible for the integrity of the records.

Treasurer: responsible for the integrity of financial management

Coordinator (in the case of the Network, the Executive Officer)

- Work within agreed policies
- Work within delegations
- Manage external relationships
- Represent the organisation on a day-to-day basis
- Fulfil compliance obligations
- Ensure appropriate records are kept
- Brief the board

2. Responsibilities of the Chair - new legal requirements

Both the Board/Committee and the Chair have certain general obligations and responsibilities that they owe to the organisation for which they are responsible. These include:

- taking reasonable steps to ensure compliance with relevant laws;
- not improperly using their position;
- acting in good faith; and

- acting with a degree of care that a reasonable person sitting on the board would act with in the circumstances.

In February 2003 the Supreme Court of NSW agreed with the case put by the Australian Securities and Investments Commission (ASIC) that certain Chairs have responsibilities beyond those of other board directors, in certain circumstances. These involve overseeing adequate processes to enable the Board 'to properly and effectively discharge its supervisory role'.

In the case, the Court held that the Chair of the company under consideration had certain special responsibilities beyond those of non-executive directors.

These special responsibilities include:

- being more active and vigilant with respect to the organisation's financial circumstances, particularly in times of financial difficulty;
- ensuring that the board (or management committee) are properly informed about all relevant matters, in particular, financial matters and issues concerning the organisation's debtors and creditors and other information relevant to potential financial difficulties;
- ensuring that the board adequately, properly and promptly understand and address serious financial concerns of the organisation, if they arise; and
- personally assessing the quality, reliability and timeliness of information provided to the board, particularly where it concerns the organisation's deteriorating financial position.

Hence, the decision may generally suggest that current community standards now expect a Chair to have wider responsibilities when sitting on a board than merely the additional ceremonial or procedural functions involved in chairing meetings of the organisation. As a general proposition, such responsibilities might be summarised as a primary responsibility to oversee the proper functioning of a properly informed board or management committee.

In order to fulfil such special responsibilities, it may be useful for your organisation to develop a Chair Accountability Statement.

3. Role of the Secretary

A board or management committee will sometimes appoint a Secretary to take general responsibility for certain administrative tasks which the board or management committee is required to carry out.

As well as bearing all the general responsibilities of being a member of a management committee or board there are several tasks for which the Secretary of an organisation has responsibility. Many of these are the regular practical administrative duties that will be done by staff where the organisation employs paid members of staff.

The tasks of the Secretary for committee or board meetings can include:

- convening meetings
- booking rooms
- dealing with correspondence
- preparing agendas for meetings (in consultation with the Chair)

- taking the minutes of meetings (although some committees may wish to appoint a minute secretary for this purpose)
- ensuring back-up information is available at meetings where the topics to be discussed require it
- care of the common seal

Note that, in respect of incorporated associations, the position of Secretary is not expressly referred to in the *Associations Incorporations Act 1991* (ACT). Hence, all members of the management committee may be liable for any action taken or breach of its responsibilities under the Act.

4. Role of the Treasurer

As well as bearing all the general responsibilities of being a member of a committee or board, there are several tasks for which the Treasurer of an organisation has responsibility. Many of these are the regular practical administrative duties that will be done by staff where the organisation employs paid members of staff.

The Treasurer is responsible for providing financial transparency and accountability to the board/ committee, and ensuring that processes and reporting requirements are met openly and accountably. A Treasurer also provides an assurance of the ongoing financial viability of the organisation to the board/committee.

The tasks of the Treasurer for committee or board meetings may include:

- Ensuring that the finances of the organisation are managed appropriately
- Making recommendations to the board about income and expenditure, investments and debts
- Keeping records of all incoming and outgoing payments
- Reviewing the annual profit and loss, and balance sheets
- Ensuring that the annual audit process is undertaken in a timely fashion according to legislative requirements
- Providing regular financial statements to the management committee/board with a capacity to explain any details
- Drawing up the annual budget in consultation with staff and the other executive members
- Ensuring that sufficient funds are available at all times to support the organisation's liabilities

Many of these tasks would be undertaken by staff in organisations where administration is carried out by staff, but the Treasurer is still responsible for ensuring that the necessary processes for reporting are in place and that sufficient funds are available. The Treasurer is also responsible for explaining any details in those reports that the committee/board might ask questions about.