

Two Board Directors



• *Opportunities for regionally based Directors*

The role of the Board of RSPCA (Victoria) is to govern and direct the organisation in accordance with its Vision of ending cruelty to all animals and, with the community to achieve outstanding animal welfare through education, advocacy, animal care and protection.

The Board provides an interface between RSPCA (Victoria) and its Members, ensuring that the organisation continues to be highly regarded by its Membership and the State's wider community.

A governance qualification is essential, as is a proven commitment to animal welfare. Familiarity with government policies pertaining to animal welfare would be advantageous. Financial acumen, commercial and project management experience would also be useful. Consistent with RSPCA's state-wide focus, candidates residing outside metropolitan Melbourne would be well regarded.

Please view the information on www.brookerconsulting.com.au and send a brief governance CV (Word format, up to 5 pages) to career@brookerconsulting.com.au or ring Jeremy Wurm on 03 9602 1666, in confidence.



BOARD POLICY 3

DIRECTORS AND OFFICERS POSITION DESCRIPTIONS

1. Purpose

The purpose of this policy is to specify the Directors' and Officers' obligations and responsibilities.

2. Director Protection

RSPCA (Victoria) holds a 'Directors' and Officers' Liability' insurance policy that indemnifies each Officer, Director and Secretary of RSPCA (Victoria) in respect of any liability, loss, damage, cost or expense incurred or suffered or to be incurred or suffered by the Officer, Director or Secretary arising out of the conduct of any activity of RSPCA (Victoria) or the proper performance of any duty of the relevant Officer, Director or Secretary.

Directors have the right to information pertinent to their role, including accurate minutes of Board meetings, CEO and departmental reports including financial statements, committee information and decision papers.

The Board, Committees and each Director individually, have the right to seek independent professional advice, as considered necessary, at the organisation's expense, subject to prior consultation with the Chair.

3. Development of Directors

The Board is committed to the ongoing development of each individual Director and the Board as a whole, and as such Directors are encouraged to undertake continual professional development.

Following confirmation of appointment to the Board, a Director will undergo an induction, which will include information on the following topics:

- Constitution and Board Policies;
- Details of all legal requirements;
- RSPCA (Victoria)'s position within the animal welfare environment;
- Meetings with Senior Management Team to discuss the strategic directions, financial structure and performance, operations and service provision strengths and weaknesses; and
- Values and ethical environment within which the Board and the organisation operate.

4. Obligations of Directors

Directors have obligations under the *Corporations Act 2001 (Cth)* as well as the Constitution of RSPCA (Victoria).

RSPCA (Victoria)'s Constitution requires that no member shall be appointed to the Board without first having read and agreed to comply with the Code of Conduct, specified in *Board Policy 4 - Code of Conduct and Conflicts of Interest Declarations*.

By joining the Board, Directors accept an obligation to act in the best interests of RSPCA (Victoria) and adhere to the RSPCA (Victoria) Constitution, Code of Conduct, the law, policies and goals and principles of RSPCA (Victoria).

A Director must make reasonable inquiries to ensure that RSPCA (Victoria) is operating efficiently, effectively and legally towards achieving its goals and undertake diligent analysis of all proposals put before the Board. In fulfilling the Board's business at meetings, a Director must behave in a manner consistent with procedures for the conduct of these meetings by acting in a business-like manner, acting in accordance with the Constitution,

ensuring that others are given an opportunity to participate and being responsive to the requests or indication of the Chair.

Directors are required to:

- Be willing to participate in a minimum of one Board committee that meets between Board meetings;
- Provide feedback on the strategic direction of RSPCA (Victoria), financial operations and solvency;
- Participate in the governing, not management of RSPCA (Victoria);
- Read and have an understanding of the board papers provided for meetings;
- Provide high level advice, and demonstrate leadership;
- Participate in scheduled workshops to address strategic issues, planning or evaluation;
- At all times ensure that he/she promotes a positive image of RSPCA (Victoria) and take steps to ensure that RSPCA (Victoria) is well regarded by potential beneficiaries and supporters;
- Act as an interface between RSPCA (Victoria) and its members;
- Proactively discuss RSPCA (Victoria)'s position in the community and encourage fundraising and participate in campaigns and events;
- Operate within the particular terms of reference at committee and Board meetings;
- Not engage in conduct likely to bring discredit upon the RSPCA (Victoria); and
- Comply with the RSPCA (Victoria) Media Policy and not make public comments regarding the considerations and determinations of the RSPCA (Victoria), unless authorised by the Chief Executive Officer to do so.

5. Director Remuneration

As RSPCA (Victoria) is a charity it does not provide remuneration to its Directors for their role.

The financial impact of participating as a Director and Committee member varies for each individual and as a matter of fairness Directors should not be disadvantaged from attendance. Therefore Directors can have reasonable costs paid or reimbursed for approved expenses properly incurred in connection with the RSPCA (Victoria)'s business, subject to approval by the CEO or CFO of RSPCA (Victoria).

6. Role of the Chair

The Board will appoint one of its members to Chair the Board and facilitate, encourage and provide constructive discussion and debate during Board meetings.

The Chair is responsible for:

- Chairing Board Meetings and the Remuneration and Nominations Committee;
- Establishing the agenda for Board meetings in collaboration with the CEO and the Company Secretary, ensuring that the Board and Committee minutes accurately reflect meetings and reviewing significant issues with the CEO;
- Mentoring the CEO and being a major point of contact between the Board and CEO;
- Monitoring the contribution of individual Directors, counselling them on any areas which might improve Board performance and effectiveness and undertaking period evaluation of the Board Directors and any development requirements;
- Providing leadership and ensuring that the Board is meeting its functions, duties and responsibilities and ensuring adequate monitoring and performance against goals; and
- Directing Board discussions so that these are timely and allow consideration of critical issues.

7. Role of the CEO

The day-to-day management and operations of RSPCA (Victoria) are the responsibility of the CEO, who reports to the Board on key management and operational issues, including:

- Developing and implementing corporate strategies and making recommendations to the Board on significant corporate strategic initiatives;
- Developing RSPCA (Victoria)'s annual budget and managing day-to-day operations within the budget approved by the Board;
- Maintaining effective risk management and compliance management frameworks by managing an appropriate Risk Management Framework and developing and fostering a responsible risk management culture;
- Appointing and determining the terms of appointment of senior management, developing and maintaining succession plans, and evaluating the performance of senior management; and
- Keeping the Board fully informed of current and significant events.

8. Role of the Company Secretary

The Board will appoint at least one Company Secretary. The Company Secretary is accountable to the Board, via the Chair.

The Company Secretary is responsible for:

- Facilitating RSPCA (Victoria)'s corporate governance processes and ensuring that the Board's processes and procedures run efficiently and effectively;
- Guiding and implementing the RSPCA (Victoria)'s governance and legislative compliance program;
- Coordinating Board business, including agendas, board papers, minutes, communication with regulatory bodies and all statutory filings;
- Overseeing the Director induction process;
- In collaboration with the CEO and Senior Management Team ensuring that the agenda and Board papers are prepared and forwarded to Directors at least seven days before the Board meeting;
- Recording, maintaining and distributing Board Minutes;
- Preparing for and attending all Board Meetings and Annual General Meetings and organising the election and nomination process of Directors in accordance with the Constitution;
- Recording, maintaining and distributing all annual and extraordinary general meetings of RSPCA (Victoria);
- Ensuring all requirements of the *Corporations Act 2001 (Cth)* and RSPCA (Victoria) Constitution are met;
- Providing advice to the Board on corporate governance principles and individual Director liability;
- Providing access to independent professional advice, where requested; and
- Maintaining RSPCA (Victoria) registers as required under the Constitution and the *Corporations Act 2001 (Cth)*.

9. Evaluation

This Policy will be reviewed by the Board every two years.

REVISION RECORD

Version:	Date Approved:	Revision Description:
1	December 2008	Original
2		Periodic review and update