

### **Introduction**

The purpose of this policy to set out the duties and functions of key people in the UFBA.

### **Policy**

#### **Role of the chairperson**

The chairperson leads the board. The position involves the following key functions:

1. Ensures that there are strategic and annual plans and budgets against which organisational performance is measured
2. Sets the agenda for board meetings
3. Ensures information flows to the board, including information relating to the UFBA's financial performance
4. Chairs board meetings
5. Nominates members for the board's committees
6. Ensures that an annual performance agreement is negotiated with the chief executive
7. Agrees a CEO performance appraisal process
8. Ensures directors are inducted
9. Oversees that there is a programme for professional development and succession planning of the board
10. Deals with disputes and conflicts referred to the Chair
11. Communicates with key Stakeholders

#### **Key responsibilities and duties of the chairperson**

The guiding principle for the chairperson is he/she should always act in the best interests of the UFBA. Within this guiding principle, the key responsibilities and duties of the chairperson are to:

- Oversees the general performance of the board
- Provides leadership to the directors
- Has a thorough understanding of the governance operating environment of the UFBA including its strategic objectives, compliance requirements and stakeholder relationships
- Creates and maintains an environment of unity, common purpose and harmony within the directors and officers of the UFBA
- Ensures the directors know and operate within their governance role
- Builds and maintains a strong working relationship with the chief executive
- Ensures that there is an appropriate separation of duties and responsibilities between the board and the chief executive

- Ensures the board’s practice and processes are in line with best practice governance and make recommendations to the board about prudent governance
- Provides appropriate support to the chief executive and actively monitors his/her performance
- Ensures the board regularly reviews its own performance as a basis for its own development
- Represents the UFBA as required

### **Role of the deputy chairperson**

The deputy chairperson is the second-in-command of the board. The position involves the following key functions:

1. Chairs board meetings in the absence of the chairperson
2. Participates in board committee work
3. Communicates with Stakeholders as requested by the Chair

### **Key responsibilities and duties of the deputy chairperson**

The guiding principle for the deputy chairperson is that he/she should act in the best interests of the UFBA. Within this guiding principle, the key responsibilities and duties of the deputy chairperson are to:

- Assists the chairperson to provide leadership to the board
- Has a thorough understanding of the governance operating environment of the UFBA including its strategic objectives, compliance requirements and stakeholder relationships
- Works with the chairperson to ensure the good governance of the board
- Represents the UFBA as required.

## **Role of directors**

The board is committed to the legal and ethical requirements of good governance. Directors have a general duty to act honestly, in good faith and in the best interests of the UFBA.

Directors' key responsibilities and duties are to:

1. Attend board and committee meetings. Absences from meetings require leave from the chairperson.
2. Attend other board activities, including the Annual Conference.
3. Be proactive in meeting responsibilities as directors
4. Ensure the efficient and effective use of resources
5. Be informed and participate in professional development
6. Deal with disputes and conflicts which are referred or come to the attention of the board
7. Plan for the succession of new board members

## **Key responsibilities and duties of directors**

Directors will:

- Be accountable to and supportive of the chairperson
- Understand the UFBA governance framework, including its strategic objectives, compliance requirements and stakeholder relationships
- Prepare for meetings and actively participate in the board's decision-making
- Commit to the board's collective responsibility
- Represent the UFBA in a positive, professional and appropriate manner
- Observe the confidentiality of information acquired as a UFBA director
- Comply with the spirit as well as the letter of the law, recognising both the legal and ethical duties of the role of director
- Be loyal to the board. If directors find themselves in a situation where they cannot agree with the board's decision or actions they should discuss their circumstances and options with the chairperson seeking resolution
- Advise the board of any potential or actual conflict of interest which might compromise a director's ability to contribute on any issue before the board, in accordance with the Conflicts of Interest Policy
- Accept that they have a duty to exercise care when carrying out board functions. The standard of care required is that directors exercise the degree of care, skill and diligence reasonably expected from a person of his or her experience or knowledge
- Accept a commitment to always act in a manner befitting director status. This principle requires members consider whether conduct in professional or private life will reflect adversely on the UFBA. Any matters that may bring the board into disrepute or jeopardise its relationship with the organisation's stakeholders must be reported to the chairperson at the earliest opportunity
- Sign and abide by the Code of Conduct.

### **Role of the Chief Executive**

The chief executive is responsible for the day-to-day management of the UFBA on behalf of the board. The chief executive has a key role working with the board to implement board-approved strategy. He/she assists the board to develop strategy by providing high quality, relevant and comprehensive information on key issues affecting the UFBA. The chief executive provides leadership to UFBA staff and builds an environment that encourages the UFBA to succeed in achieving agreed strategies.

The chief executive is not a member of the board but attends board meetings and contributes to board discussions.

### **Board relationship with the Chief Executive**

The board through the Association employs the chief executive. The chief executive is responsible for ensuring that the chairperson is kept abreast of key issues affecting the organisation. The chairperson is the key link between the chief executive and the board. The chief executive builds and maintains a strong working relationship with the chairperson.

### **Role of Officers**

The officers of the UFBA are the Patron, President and the Vice President. The officers represent the UFBA at events as appropriate and attend the annual conference. Officers of the UFBA are bound by the UFBA Rules and policies.