

Board of Governance - General Role Description

The following role description can be read in conjunction with these resources:

- WHIN Strategic Plan 2022-2026
- WHIN Constitution
- Board Policies

About Women's Health In the North (WHIN)

WHIN is the women's health promotion and advocacy organisation for the northern metropolitan region of Melbourne (NMR). WHIN is a not-for-profit member-based organisation committed to improving the health, safety and wellbeing of women and gender diverse people.

WHIN works to eliminate gender inequalities and improve the health, safety and wellbeing of women and gender diverse people. We do this through leadership, advocacy, training, research, and strategic partnerships.

WHIN Strategic Plan 2022-2026

Vision: Women and gender diverse people in the north have voice, choice and power in all aspects of their health, safety and wellbeing.

Mission: WHIN works to eliminate gender inequalities and improve the health, safety and wellbeing of women and gender diverse people.

Values: We are a feminist, ethical, inclusive, courageous, and collaborative organisation.

Our Principles

1. Human rights and social justice
2. Feminism
3. Collaborative leadership
4. Intersectionality
5. Inclusivity
6. Environment and place

Our Priorities 2022-2026

1. Gendered Violence Prevention
2. Family Violence System Leadership
3. Sexual and Reproductive Health
4. Gender Equity, Health, and Wellbeing

Legal Context

WOMENS HEALTH IN THE NORTH INC is an Incorporated Association under the Victorian Associations Incorporation Reform Act 2012. The Rules governing the organisation's legal status and governance structure are set out in the WHIN Constitution.

The Board of Governance is the legal entity responsible for ensuring the organisation is operating lawfully, ethically and in accordance with the purposes set out in the Constitution. It is also responsible for setting the overall directions and priorities, and for ensuring the organisation is financially viable and that risks are managed appropriately.

Board Governance

Fiduciary and governance responsibility for WHIN is vested in the members of its Board of Governance.

The Board oversees financial viability, legislative and compliance requirements, and has responsibility for the appointment and performance of the Chief Executive Officer (CEO). In addition, the Board oversees the establishment, monitoring, and achievement of WHIN's Strategic Plan.

The WHIN Board of Governance delegates authority for the management of the organisation to the CEO.

The role of the Board is to:

- Establish a clear mission and vision for the organisation.
- Identify the organisation's core values.
- Set a strategic plan and priorities.
- Appoint and monitor the performance of the CEO.
- Provide financial oversight and ensure the organisation meets its legal and financial requirements.
- Establish risk management practices to identify, assess, and mitigate risks.
- Monitor and safeguard the organisation's development.
- Report to members.

Board Composition

The Board consists of ten members comprising six **elected** from the membership of WHIN and four **appointed** from the membership of WHIN with relevant skills and experience.

The Board may, at any time, **co-opt** to the Board women and gender diverse people with skills identified by the Board as necessary to fulfil the Board's role and duties. The Board may have a maximum of three co-opted Board members at any one time. Co-opted members are not eligible to hold office or vote.

Appointments to vacant Board positions aim to reflect the diversity of WHIN's community, and bring the necessary knowledge, skills, and expertise required for the Board to achieve its objectives.

WHIN is committed to ensuring that the Board of Governance represents diversity in all its forms, including women and gender diverse people who are:

- Aboriginal and Torres Strait Islander
- From multi-cultural backgrounds
- Living with a disability
- LGBTIQ+
- Of varying ages
- From various geographic areas of the Northern Metropolitan Region.

Board Membership Term

Board members are elected or appointed for a three-year term and are eligible to stand for one additional consecutive term (six consecutive years in total).

Temporary appointments to casual Board vacancies expire at the time of the next Annual General Meeting (AGM), at which time the temporary appointee may stand for election for a three-year term.

Executive Officer Bearers

There are 3 office bearer positions within the Board:

1. Chairperson
2. Deputy Chairperson
3. Treasurer

These office bearers are elected by the Board at the first meeting after the AGM each year. They hold office for one year and are eligible for re-appointment for up to two successive terms (three years in total).

The CEO acts as the Secretary of the Board.

Subcommittees

Board members may be required to serve on one or more Board sub committees.

There are currently 2 subcommittees:

1. Finance and Risk Management (FARM) Subcommittee
2. Development and Renewal (DAR) Subcommittee

Schedule of Meetings

The Board must meet *at least* four times in each year at the dates, times and places determined by the Board. Traditionally, the WHIN Board meets in February, April, June, August, and November. Additionally, subcommittees meet 5 times each per year and follow a calendar of tasks.

Board Member Responsibilities

It is expected that Board members will make every effort to attend and participate at all Board and subcommittee meetings and devote sufficient time to become familiar with the organisation's governance arrangements and the external environment within which it operates. Furthermore, the role requires the following:

- Membership of WHIN
- A commitment to the vision, mission and values of the organisation and its guiding documents, policies, and processes.
- Act with reasonable care and in good faith in the best interests of WHIN.
- Board members are asked to undertake a formal induction with the CEO.
- Adhere to the WHIN Board code of ethics and confidentiality agreement and declare any conflicts of interest both personal and professional.
- Participate in governance training and development activities as needed.
- Treat all Board documents and information in the strictest confidence (this includes returning any Board documents within 28 days upon resignation or retirement from the Board)
- Take on leadership positions from time to time.
- Participate in annual Board Skills Assessment Survey and Board Performance Survey.

Qualities of Board Members

Board members are expected to bring knowledge, expertise and influence relevant to the governance of the organisation. They will have recognised leadership skills and specific expertise and understanding of organisational governance and management of risk at a governance level. The following are also desirable:

- Understanding of governance of not-for-profit organisations,
- Knowledge and/or experience of legal responsibilities of incorporated organisations,
- Financial management/accountability, governance, risk management, funding, and general business management,
- Relevant skills and/or experience in strategic development,
- Recognised leadership skills and specific expertise and understanding of issues relevant to WHIN's strategic objectives,
- Commitment to teamwork and consensus decision-making,
- Well-developed relevant networks,
- Commitment to and understanding of feminist and equity principles and practices.

Personal and Professional Development

WHIN encourages women and gender diverse people to WHIN's Board who are interested to gain Board experience and contribute to the governance of the organisation. WHIN Board membership gives members the opportunity to offer leadership and develop experience and skills in organisational governance.

Members are encouraged to participate in ongoing information and training sessions offered by WHIN. Board members may request support and assistance to undertake board/governance training and education.

Women's Health In the North Board of Governance Treasurer Role Description

The following role description should be read in conjunction with these resources:

- General Role Description
- WHIN Strategic Plan 2022-2026
- WHIN Constitution
- Board Policies

Treasurer Duties and Responsibilities

Governance

- Be aware of and comply with the terms of WHIN's Constitution and Board policies and procedures.
- Consider all issues before the Board carefully and in the organisation's best interests.
- Ensure that proper financial controls are in place and adhered to by the Board and staff.
- Ensure that appropriate financial management policies and procedures are in place, fully documented and implemented.

Strategic Directions and Planning

- Actively contribute to developing/reviewing and approving WHIN's Strategic Plan and other organisational planning blueprints.
- Demonstrate commitment to WHIN's vision, mission, values and strategic directions.

Board Meetings

- Attend all Board meetings, or (where unavoidable) provide advance notice of inability to attend. Formal leave of absence may be approved in advance for up to three consecutive months if necessary.
- Chair the Finance, Audit and Risk Management Subcommittee (FARM).
- Present FARM reports to Board meetings.
- Present the Treasurer's Report (including the organisation's audited financial statements) to the Annual General Meeting.
- Where Board papers are circulated in advance, read papers and consider issues before the meeting.
- Contribute constructively to the discussion and resolution of issues at meetings.
- Serve on other Board committees/working parties as required.
- Follow up on actions from Board meetings as agreed.

Legal and Ethical Responsibilities

- Observe the Board's Code of Ethics in all activities undertaken as a Board member.
- Ensure that the financial records of the organisation are kept and reported in accordance with relevant legislation.
- Ensure, in conjunction with the CEO, the organisation's compliance with relevant taxation and other regulations.
- Avoid making any improper use of their position on the Board, or of any information acquired by virtue of being a member of the Board, to gain any material advantage for themselves or any other person, or to harm the organisation.
- Inform the Board immediately if they have any direct or indirect pecuniary (financial) interest in any contract with WHIN.
- Inform the Board immediately if they have a non-pecuniary conflict of interest in any matter before the Board, or believe the perception of a conflict may arise, and adhere to the Board's rulings on the matter.

Financial and Risk Management

- As Chair of the FARM, ensure that the annual budget is adequately prepared, monitored and reviewed as necessary.
- With the Board Chairperson, ensure that the organisation's financial control procedures and risk management strategies are sound.
- Actively engage in reviewing and assessing WHIN's financial control and risk management strategies.
- Act as a bank signatory for WHIN's business and financial transactions.
- Act with due diligence to foster and support the financial and organisational viability and sustainability of WHIN.

Media, Promotion and Fundraising

- Promote WHIN in the community and within appropriate networks as opportunities arise.
- Participate in identifying potential funding and partnering opportunities for WHIN.
- Obtain prior approval from the Chairperson to speak publicly about or on behalf of WHIN.