



ELECTION, OBLIGATIONS, DUTIES AND RESPONSIBILITIES OF A DIRECTOR OF HIMAA – BOARD OF DIRECTORS

DOCUMENT INFORMATION

This is a document of the Board of Directors, Health Information Management Association of Australia (HIMAA) Pty Ltd and is controlled by the Chair of the Finance, Audit and Risk Management Committee. This document is adapted from *Duties and Responsibilities of Directors and Officers*, Professor Robert Baxt, 21st Edition, April 2016, Australian Institute of Company Directors.

VERSION HISTORY

The following outlines the high level changes that have been made to each version of this document and who made them:


Version Notes Changes made by Date

1. Initial Draft Catherine Garvey February 2015
2. Approved by HIMAA Board 20th July 2015 pending final amendment
3. Document updated July 26 2021

SIGN OFF

Endorsed by: Grant Duffill
Chair

Finance, Audit and Risk Management Committee
Date: 17/08/2021

Approved: Cheens Lee
President

Health Information Management Association of Australia
Date: 2 August 2021

REVIEW DATE

This document will be reviewed every year from date of approval.

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PURPOSE

When accepting election to the role of Director on Health Information Management Association of Australia's (HIMAA) Board of Directors it is important to understand the obligations, roles and responsibilities you are undertaking as a Director.

The purpose of this instructive document is to describe the basic legal requirements under the *Corporations Act 2001* of the four main duties for Directors of the Board of HIMAA to ensure the required working knowledge is shared with all Directors, particularly new Directors, for compliance with and avoidance of breaches of the law.

AIM

To achieve HIMAA's best interests within legal and ethical parameters through the skills and experience of its Directors and Chief Executive Officer.

PHILOSOPHY

The Board of Directors will have a solid understanding, grounding and commitment to the roles and responsibilities of their position as a member of the Board of Directors. Directors will, above all, act with integrity in our not-for-profit organisation for the best interest of its members, in the management of their fiduciary duties, business judgment and governance.

LEGAL AND REGULATORY FRAMEWORK

The Health Information Management Association of Australia Limited is an incorporated company ("the Company"), limited by guarantee.

This means that: Every member of the Company undertakes to contribute such amount as may be required, not exceeding \$20.00, to the property of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Company (contracted before he or she ceases to be a member).

The Company is a "legal entity". This means that the Company:

- *May act as if it were a natural person and thus do, in its own right, such things as enter into a contract or some other legal relationship; sue and be sued; and acquire, hold and dispose of property.*
- *Exists in perpetuity (until wound up) independently of the death or exit of any individual member or members.*

The establishment of the *Corporations Act 2001* created an overriding legislative power within Australian States and Territories. The duties and responsibilities of Directors emanate not only from the Act, but also from the common (or general) law. Directors need to be aware, and keep abreast, of the effect of these laws and rules in the conduct of their obligations as Directors of the company.

These include, among others,

- Competition and consumer laws,
- Environmental protection laws,
- Work, Health and Safety law,
- Equal opportunity law,
- Taxation law,
- Good governance, corporate compliance and risk management, and

- Privacy principles

Who may be a Director

The [HIMAA Constitution](#) sets down in detail the *Board and Office Bearers*, from s41 to s78 inclusive, describing the eligibility, process, powers, obligations and election of Directors. This includes the need for a member to be financial at the time of nomination and election.

Under the *Corporations Act 2001* the following criteria describe who may not be a Director.

- A body corporate, that is, any other company or type of incorporated body under other Acts, is not capable of being appointed as a director of a company (s.2D.6)
- No person under the age of 18 may be a director
- A person may not be a director or manager of a company if they are insolvent under administration
- A person disqualified under the Act may not serve as a director or be involved in the management of a company
- Two directors of the board of a public company, and one of a private company, must reside in Australia. The secretary of all companies must reside in Australia and must be a natural person of 18 years or more. If there is more than one secretary, one must reside in Australia.

Statement of Qualities of an Effective Director

HIMAA seeks to have relevant health industry skills and experience as part of its talent on the Board. Outlined below are the general qualities sought in our Board of Directors:

- Brings a moral compass to Company issues – he/ she will challenge if this is the ‘right thing to do’ or ‘is this the right time’, relative to tabled issues
- Adds intellectual rigor to discussions – taking a wide/ ‘helicopter’ perspective for the operational value of decisions to be made
- Applies forensic insight to operational matters (based on quote from Carolyn Hewson) – pay close attention to the details, e.g. accounts/ end-of-year financial audit
- Remains well informed
- Is networked
- Is wise and of sound judgement
- Is professional, personable and confident, and
- Adds value to the company by being involved and informed – market trends and conditions; emerging issues and risks; changes to legislation; aware of competition; member and public perception awareness; assists with recruiting, retention and succession planning (both for staff and the Board)

Further information is available within the Role Description for a Board Member in Appendix B.

The Rights of Company Directors

HIMAA Directors are volunteer roles and as such may not receive remuneration for their service in the capacity as a Director of the Association (s553 of the Constitution). Section 53.1 of the Constitution allows that

“Despite rule 53.1, Directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Association or general meetings of the Association or otherwise in connection with the business of the Association, in accordance with any policy adopted by the Board from time to time.”

Directors have the obligation and the right to attend meetings of Directors and to participate in the management of the company under the rules set in the statute, the common law and the HIMAA Constitution.

Directors have the right to receive all internal information about the company’s affairs. They have a right to retain or obtain documents to information about their position as Directors for up to seven years after the person has ceased to be a director.

Directors have a right to inspect the books of the company, other than its financial records, at all reasonable times for the purposes of a legal proceeding (or where decided by the courts) to which the Director is a party, as long as they are acting in good faith and other circumstances exist; for up to seven years after the person has ceased to be a Director.

Directors have a right to insurance against liability for breaches of duty in certain circumstances and indemnity for obligations under the legislation and common law.

Appointment and Resignation of Directors

Appointment of HIMAA Board of Directors will occur by election from the members. See also [HIMAA Constitution](#).

Upon appointment a Director will complete a *Fit and Proper Person Requirement Declaration* (https://www.asqa.gov.au/sites/default/files/2019-10/fit_and_proper_person_declaration.docx) to be returned to Australian Skills Quality Authority (ASQA) and notification will be sent to Australian Charities and Not-for-profits Commission (ACNC)

A Board Induction Pack will be provided to new Directors and Directors being appointed to new offices to ensure they are familiar with their duties and roles.

Until notification of resignation is given to the board, the Director may remain a Director as described in the Constitution. It is advisable to give a notice to Australian Charities and Not-for-profits Commission (ACNC).

Prudence

Directors need to be wary of their personal liability should they breach the Act. Directors must act in good faith and with proper purpose.

It is advisable to ensure that should the company trade whilst insolvent, that the Director does not face action as a result of their name being still 'on the record' that notification is sent to ASIC at the time the Director submits their written resignation to the Board of HIMAA.

Directors who confront difficult decisions should ensure the minutes of meetings are clear in setting out the stance they have taken on particular instructions. If the company refuses to provide adequate minutes to that effect, the Director should keep appropriate notes and produce them if any concerns arise. Directors should take advice early to ensure they do not find themselves in a poor situation when it is too late. Directors need to be proactive to avoid the embarrassment and the considerable expense and loss of face should litigation follow.

Duties of Directors

Common law and statutory duties of Directors include fiduciary and non-fiduciary functions. The first four main duties are:

Fiduciary ("duty to act with fidelity and trust to another" – definition High Court of Australia) duties:

- To act with care and diligence
- To act in good faith in the best interests of the company
- To not improperly use their position for personal gain or to the detriment to the company (s.182) – i.e. avoid a conflict of interest or position as a director
- To not improperly use the information they gain in the course of their director duties for personal gain or to the detriment to the company (s.183)

Non-fiduciary duties:

- To ensure the accounts and financial records of the company are properly maintained and signed off (process)
- Not to trade if insolvent
- To ensure that there is appropriate continuous disclosure by directors to the public/ members.

Roles and Responsibilities of Board and Office Bearers.

See also detailed [HIMAA Board Roles and Responsibilities](#)

Board of Directors Responsibilities

The Board of Directors, collectively and individually, is responsible for the success of HIMAA. In exercising this responsibility the Board has due regard to governance on behalf of the members:

- To act with care and diligence
- To act in good faith

- Conform to the Corporations law, in particular, to not improperly use their position or the information gained in the course of their Director duties for personal gain or to the detriment to the organisation
- To ensure sound financial performance to not to trade insolvent.

The Board of Directors is responsible for the approval of annual budgets ensuring the efficient use of financial resources for the best possible outcome for the membership and the organisation. In addition, the Board of Directors will endorse and approve the setting of financial delegations, fees and other financial recommendations as submitted to it through the Finance, Audit and Risk Management Committee.

Directors Responsibilities

Each individual Directors of the Board of Directors:

1. Attends all board meetings and important related meetings. Attendance is an expectation and commitment to fiduciary responsibility remains regardless of attendance unless there is a Board approved absence, including periods where leave of absence is sought. Directors failing to attend two consecutive meetings without notification, will be considered lapsed in their role and their position vacated and filled.
2. Makes serious commitment to participate actively in Board work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about Board matters, prepares themselves well for meetings, actively participates in meetings and reviews and comments on minutes and reports.
5. Gets to know other Board members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the Board's annual evaluation and planning efforts.

President (Chair) of Board of Directors Responsibilities

1. Is a Director and therefore a member of the Board.
2. Partners with the Chief Executive in achieving the organisation's mission.
3. Partners with the Chief Executive, Senior Vice President, Other Vice President and Treasurer as the Executive team in discussing issues confronting the organization and reviewing issues of concern to the Board with the Chief Executive Officer.
4. Provides leadership to the Board of Directors, who sets policy and to whom the Chief Executive Officer is accountable.
5. Chairs meetings of the Board after developing the agenda with the Chief Executive Officer.
6. Encourages Board's role in strategic planning.
7. Appoints the chairpersons of committees, in consultation with other Board members.

8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
10. Monitors financial planning and financial reports.
11. Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members.
12. Evaluates annually the performance of the organization in achieving its mission.
13. Performs other responsibilities assigned by the Board.

Senior Vice President (Vice Chair) Responsibilities

This position is typically successor to the position of President.

1. Is a Director and therefore is a member of the Board.
2. Partners with the Chief Executive, President, Senior Vice President and Other Vice President as the Executive team in discussing issues confronting the organization and reviewing issues of concern to the Board with the Chief Executive Officer.
3. Performs Chair (President) responsibilities when the Chair cannot be available
4. Reports to the Board's President.
5. Works closely with the President, other Board Members and staff.
6. Participates closely with the President and Executive to develop and implement officer transition plans.
7. Performs other responsibilities as assigned by the Board.

Other Vice President Responsibilities

1. Is a Director and therefore is a member of the Board.
2. Partners with the Chief Executive, President, Senior Vice President and Other Vice President as the Executive team in discussing issues confronting the organization and reviewing issues of concern to the Board with the Chief Executive Officer

Treasurer Responsibilities

3. Is a Director and therefore is a member of the Board.
4. Partners with the Chief Executive, President, Senior Vice President and Other Vice President as the Executive team in discussing issues confronting the organization and reviewing issues of concern to the Board with the Chief Executive Officer
5. Is the strategic lead for monitoring and reporting on the financial status of HIMAA against budget.
6. Administrates fiscal matters of the organization as Chair of the Finance, Audit and Risk Management Committee.
7. Provides annual budget to the board for members' approval.
8. Ensures development and board review of financial policies and procedures.
9. Presents the audited financial report to the Annual General Meeting.

Definitions

Company

Also referred to in the Act as a Corporation. A company may be public (unlimited number of members) or private/ proprietary (limited to 50 members). The latter has restrictions imposed on it which are less stringent than public companies. Companies limited by share or guarantee are usually not-for-profit (e.g. HIMAA). *HIMAA has elected to limit the liability of its members, which is described annually in our Annual Financial Audit.*

The law considers a company to have three distinct elements

1. The company itself, a separate legal person or entity;
2. The directors and officers of the company. The directors normally act through a Board of Directors and certain officers may also be appointed directors (this group controls the company operations. Directors look to manage information, documents and other material in order to form decisions. The CEO and management run the day-to-day management of the company);
3. The shareholders or members of the company (this group 'own' the company).

Constitution

The rules for regulating a company's internal affairs, and related matters, wherein the power to manage the affairs of company on behalf of the members is described and vested in the directors and officers. In effect it acts as a contract between each of the members and between the members and the company. Members have the right to elect/ vote directors in and remove them.

Director

Must be a natural person and is not required to have any specific academic or other qualification.

(Section 9 (the dictionary) of the Act)

- A person who is appointed to the position of director or alternate director regardless of the name given to that position;
- Unless the contrary intention appears, a person who may not be validly appointed as a director, but who acts in the position of director, or as a person in accord with whose instructions or wishes the directors of the company are accustomed to act

Directors are automatically disqualified in the following situations:

- If the person is an undischarged bankrupt under the laws of Australia, its external territories and another country or has executed a deed of arrangement under the provisions of the *Bankruptcy Act 1966*
- A person becomes disqualified from managing a corporation if the person is convicted on indictment of an offence that
 - Concerns the making or participating in decisions that affect the whole or substantial part of the business or a corporation
 - Concerns an act that has the capacity to affect significantly the corporation's financial standing
- A person is convicted of an offence that:

- Is a contravention of the Act punishable by imprisonment for a period greater than 12 months
- Involves dishonesty and is punishable for at least three months
- A person is convicted of an offence against the law of a foreign country that is punishable by imprisonment for a period greater than 12 months

Further disqualification criteria may be applied by statute.

Officer

The statutory definition of the word officer is set out in full under Section 9 of the Act.

(b) A person:

- (i) who makes, or participates in making, decision that affect the whole, or a substantial part, of the business of the corporation or
- (ii) who has the capacity to affect significantly the corporation's financial standing or
- (iii) in accordance with whose instructions or wishes the directors of the corporate are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors of the corporation).

The definition includes 'receivers, receivers and managers, administrators, liquidators, and trustees in a scheme of arrangement of administration'.

Fiduciary

An individual in whom another has placed the utmost trust and confidence to management and protect property or money.

1) n. from the Latin fiducia, meaning "trust," a person (or a business like a bank or stock brokerage) who has the power and obligation to act for another (often called the beneficiary) under circumstances which require total trust, good faith and honesty. The most common is a trustee of a trust, but fiduciaries can include business advisers, attorneys, guardians, administrators of estates, real estate agents, bankers, stock brokers, title companies, or anyone who undertakes to assist someone who places complete confidence and trust in that person or company. Characteristically, the fiduciary has greater knowledge and expertise about the matters being handled. A fiduciary is held to a standard of conduct and trust above that of a stranger or of a casual business person. He/she/it must avoid "self-dealing" or "conflicts of interests" in which the potential benefit to the fiduciary is in conflict with what is best for the person who trusts him/her/it. For example, a stockbroker must consider the best investment for the client, and not buy or sell on the basis of what brings him/her the highest commission. While a fiduciary and the beneficiary may join together in a business venture or a purchase of property, the best interest of the beneficiary must be primary, and absolute candour is required of the fiduciary. 2) adj. defining a situation or relationship in which a person is acting as a fiduciary for another. (See: [trust](#), [fiduciary relationship](#)) Copyright © 1981-2005 by Gerald N. Hill and Kathleen T. Hill. All Right reserved.

NOMINATION FOR ELECTION FORM APPENDIX A – Part 1

HEALTH INFORMATION MANAGEMENT ASSOCIATION OF AUSTRALIA LIMITED

NOMINATION FOR APPOINTMENT AS A DIRECTOR OF THE COMPANY

Nominations must be on the following form and returned to the Chief Executive Officer, HIMAA no later than COB on the day 28 days prior to the day of the Annual General Meeting of the Association.

A Director is elected for a term of three (3) years, after which they will be eligible for re-nomination should they so wish.

It should be noted that only Life Members and financial Full Members, Fellow Members, and Senior Associate Members are eligible for appointment as a Director of the Company.

Under Rule 41 of the HIMAA Constitution:

- Each candidate for election as Director must be proposed and seconded by a Full Member, Senior Associate Member, Fellow Member or Life Member.
- No Member may propose more than 1 person as a candidate but may second more than 1 nomination.
- Members are eligible for nomination to the Board in the following HIMAA Membership Categories:
 - (1) Full Member
 - (2) Senior Associate
 - (3) Life Member
 - (4) Fellow Member
- A nomination of a candidate for election must be:
 - o in writing;
 - o signed by the candidate;
 - o signed by the proposer and seconder; and
 - o accompanied by a Curriculum Vitae.

NOMINATION FOR ELECTION FORM APPENDIX A - Part 2

HEALTH INFORMATION MANAGEMENT ASSOCIATION OF AUSTRALIA LIMITED

NOMINATION FORM FOR

APPOINTMENT AS A DIRECTOR OF THE COMPANY 2021 - 2024

I, _____ (HIMAA membership no. ____)
(Full name)

of _____
(Address)

being a Life Member, Fellow Member, Full Member or Senior Associate Member not in default of payment, accept nomination as a candidate for appointment as a Director of the Health Information Management Association of Australia Limited. A copy of my Curriculum Vitae is attached (maximum one page).

Signed: _____ Date: / /

Signature, full name, address and membership number of **Proposer** :

(Signature) (Full name)

(Address) Membership Number: _____

Signature, full name, address and membership number of **Seconder**¹:

(Signature) (Full name)

(Address) Membership Number: _____

Return by mail to: Chief Executive Officer
HIMAA Ltd
Locked Bag 2045
North Ryde NSW 1670

or by fax to: 02 9887 5895
email: ceo@himaa.org.au

¹ Proposer and Seconder must each be a Life member, Fellow Member, Full Member or Senior Associate Member. No member may propose more than one (1) person as a candidate but may second more than one (1) nomination.



BOARD MEMBER ROLE DESCRIPTION APPENDIX B

Health Information Management Association of Australia (HIMAA)
Member of the Board of Directors

Mission

HIMAA promotes and supports our members as the universally recognised specialists in information management at all levels of the healthcare system. We do this through positioning and advocacy, education and training, quality standards, publications and resources, and HIMAA membership networking activities at local and national levels, including an annual national conference of international standing.

For more information, please refer to [HIMAA's Strategic Plan](https://himaa.org.au/) at <https://himaa.org.au/>.

Position

The Board will support the work of HIMAA and provide mission-based leadership and strategic governance. While day-to-day operations are led by HIMAA's Chief Executive Officer (CEO), the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

Leadership, governance and oversight

- Serving as a trusted advisor to the CEO as s/he develops and implements HIMAA's strategic plan
- Reviewing outcomes and metrics created by HIMAA for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to Board and committee meetings and actively contributing to Board meetings.
- Approving HIMAA's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Contributing to an annual performance evaluation of the CEO
- Assisting the CEO and Board chair in identifying and recruiting other Board Members
- Partnering with the CEO and other Board members to ensure that Board resolutions are carried out
- Serving on committees or task forces and taking on special assignments
- Representing HIMAA to stakeholders; acting as an ambassador for the organization
- Ensuring HIMAA's commitment to a diverse Board and staff that reflects the communities HIMAA serves

Networking

HIMAA Board Members will consider HIMAA an association priority and make use of their networking skills and talents to convey the value of the association to members, the public and other agencies with equal interest in our mission and values:

Member Focus	We exist because of and for our members, offering them value in products, services, networking, advocacy and support
Professionalism	We provide high quality, ethical services based on well-informed judgment and expert knowledge of the Health Information domain
Ethical Practice	We are ethical in all of our operations and good stewards of our resource
Equity	We are equitable in the provision of services to our members, and treat everyone with respect

Board terms/participation

HIMAA's Board Members will serve a three-year term and are eligible for re-appointment by nomination and election. Board meetings will be held bi-monthly. Other meetings align with Board meetings to allow for good sequencing of actions/ decision-making.

Qualifications

This is an extraordinary opportunity for an individual who is passionate about HIMAA's mission and who has a track record of that demonstrates leadership capability. Elected Board Members will have achieved leadership stature in business, government, philanthropy, or the not-for-profit sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant senior leadership accomplishments in health, business, government, or the not-for-profit sector
- A commitment to and understanding of HIMAA's beneficiaries, preferably based on experience
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, self-development and a passion for improving outcomes for HIMAA's beneficiaries

Service on HIMAA's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.



BOARD MEMBER CONTRACT - APPENDIX C

I, _____, understand that as a member of the HIMAA Board of Directors, I have a legal and ethical responsibility to ensure that the organisation does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organisation, and I will act responsibly and prudently as its steward. As part of my responsibilities as a Board member:

1. I will interpret the organisation's work and values to the community, represent the organisation, and act as a spokesperson (as required).
2. In turn, I will interpret our members' needs and values to the organisation, speak out for their interests, and on their behalf, hold the organisation accountable.
3. I will attend all board meetings, committee meetings, and special events, except those for which I have specific leave of absence permission from the Board Chair.
4. I will ensure my apology for a board meeting I am unable to attend is lodged with the Board Chair prior to the meeting and in sufficient time to allow inclusion on the meeting agenda.
5. I will excuse myself from discussions and votes where I have a conflict of interest.
6. I will stay informed about what's going on in the organisation. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
7. I will work in good faith with staff and other Board members as partners toward achievement of our goals.
8. If I don't fulfil these commitments to the organisation, I will expect the Board President to call me and discuss my responsibilities with me.

In turn, the organisation will be responsible to me in the following ways:

1. I will be sent, without having to request them, regular financial reports and an update of organisational activities that allow me to meet the "prudent person" standards of the law. (The "prudent person rule," applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.)
2. Opportunities will be offered to me to discuss with the Chief Executive Officer and the Board President the organisation's programs, goals, activities, and status; additionally, I can request such opportunities.
3. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organisation. Board members and staff will work in good faith with me toward achievement of our goals.

5. If the organisation does not fulfil its commitments to me, I can call on the Board President and Chief Executive Officer to discuss the organisation's responsibilities to me.

Signed: by _____, Board Member Date _____

and by _____, Chair of the Board of Directors Date _____

The Board chair should sign two copies of this agreement for each Board member. Each new Board member should sign both, return one copy to the Board chair, and keep the other for reference. Signing the agreements ensures that Board members will read them, and is a symbolic gesture about their importance.

ACTIVITIES OF BOARD AND CEO - APPENDIX D

Activity – Board partnership with CEO and staff	Responsibility
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PLANNING:

Direct the process of planning	Board
Provide input to long range goals	Joint
Approve long range goals	Board
Formulate annual business objectives	Staff
Approve annual business objectives	Board
Prepare performance reports on achievement of goals and objectives	Staff
Monitor achievement of goals and objectives	Joint

PROGRAMMING:

Assess stakeholder (customers, community) needs	Joint
Train volunteer leaders	Joint
Oversee evaluation of products, services and programs	Board
Maintain program records; prepare program reports	Staff
Prepare preliminary budget	Staff
Finalise and approve budget	Board
See that expenditures are within budget during the year	Joint
Approve delegations and expenditures outside authorised budget	Board
Insure annual audit of organisation accounts	Board

PERSONNEL:

Employ Chief Executive	Board
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Direct work of the staff	Staff
Hire and discharge staff member	Staff
Decision to add staff	Board
Settle discord among staff	Staff

COMMUNITY RELATIONS:

Interpret organisation to community	Board
Write news stories	Joint
Provide organisation linkage with other organisations	Joint

BOARD COMMITTEES:

Appoint committee members	Board
Call Committee Chair to urge him/her into action	Board
Promote attendance at Board/Committee meetings	Joint
Recruit new Board members	Board
Plan agenda for Board meetings	Joint
Take minutes at Board meetings	Staff
Plan and propose committee organization	Joint
Prepare exhibits, material and proposals for Board and Committees	Joint
Sign legal documents	Joint
Follow-up to insure implementation of Board and Committee decisions	Staff
Settle clash between Committees	Board