



Board Bootcamp

Session 1: Welcome to the Board Table

Kate James, Institute of Community Directors Australia

Thursday 23 April 2026

Acknowledgement of Country

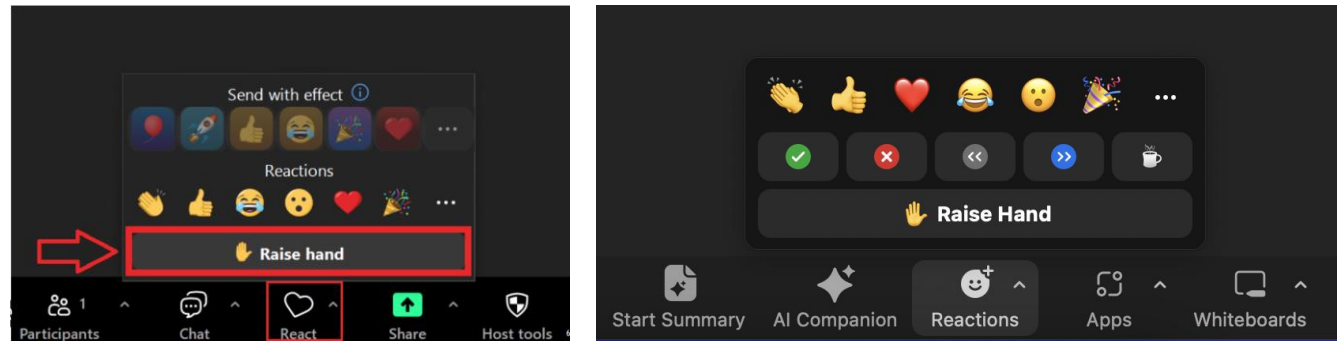
Emily Kam Kngwarray, *Ntang Dreaming*

1989, Utopia, Central Desert, Northern Territory
Synthetic polymer, paint on canvas
National Gallery of Australia, Kamberri/Canberra, purchased 1989
© Emily Kam Kngwarray/Copyright Agency
<https://nga.gov.au/exhibitions/emily-kam-kngwarray-paintings-from-utopia/>



Housekeeping

- When you'd like to share with the group, please use the raise hand function:



- The chat function is for everyone to use. Feel free to share your experiences and advice, respond to prompts and answer any questions.
- You will receive the slides and the recording via the portal.
- Please don't use AI to summarise or record this session.
- Please mute yourself unless you are speaking to the group.

Program approach



Session 1: Welcome to the board table



Session 2: Reading the play



Session 3: Culture, conduct and contribution

How will you stay connected?

Program outcomes

- Understand the core roles and responsibilities of a board or committee member
- Feel confident contributing to meetings and making informed decisions
- Know how to read key documents and ask the right questions
- Be aware of legal and ethical duties, risks, and how to manage conflict
- Recognise the importance of culture, conduct, and personal contribution

Today's session

- What does it mean to be on a board?
- What am I legally accountable for?
- Where to find key information
- What to expect
- Participating with confidence

Kate James

- Bachelor of Arts, Master of Laws (Juris Doctor), Dip Gov
- Trained mediator and private investigator
- Experience working with community organisations as a solicitor, consultant and PI



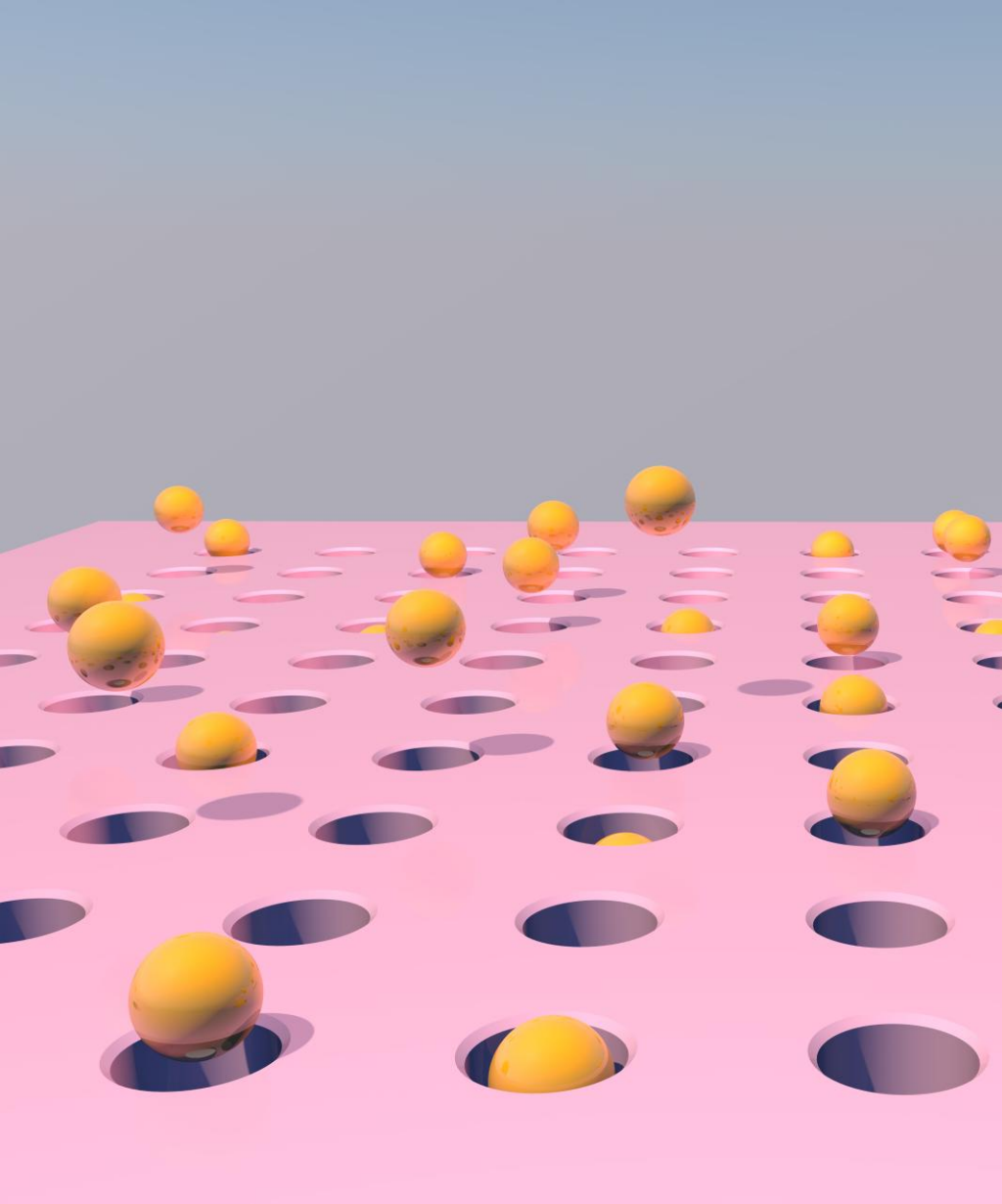
Introductions

- Name / pronouns
- Role / organisation
- What would you like to get out of this course?
- What strengths and skills are you are bringing?



Governance is about
how your group is run -
the structures, systems
and understandings
that enable you to
make the right
decisions and set the
right course to meet
your purpose





What does good governance involve?

- Accountability
- Decision-making
- Compliance
- Acting in good faith
- Care and diligence
- Solidarity



Key terminology

- Quorum
- Motion
- Minutes
- Amendment
- Majority
- Chair
- Apology
- Briefing/background papers
- Agenda
- The rules/constitution
- General meetings
- Resolution
- Directors/members/executive
- Board/committee
- In camera

[Institute of Community Directors
Australia | Glossary of board terms](#)

The board's core responsibilities include:

- Determining and safeguarding the organisation's mission and purpose
- Setting strategic direction
- Recruiting and managing the CEO (if your org has one)
- Overseeing operations
- Advocating for the organisation and ensuring its sustainability
- Ensuring legal and financial compliance
- Succession planning
- Finalising, approving and monitoring the budget
- Managing risk



Where's the line?



Strategic
High level
More focus on long-term
Proactive

Operational
“In the weeds”
More focus on now, upcoming
Responsive

Governance vs management

Jenna is employed as a software developer and serves as a voluntary board member of a housing co-operative. The housing co-op has five paid staff members.

The housing co-op hires a project manager to lead the redevelopment of its website. Jenna follows the project closely because she is interested and has professional experience in website development.

Which of the following statements describes an appropriate role for Jenna, given her role as a board member?

1. Jenna regularly emails the project manager with questions, requests for updates, and suggestions for more effective approaches.
2. Jenna provides her professional perspective on best practice when the CEO updates the board on the project's progression. The CEO provides this feedback to the project manager when appropriate.



Governance vs management

Jenna is employed as a software developer and serves as a voluntary board member of a housing co-operative. The housing co-op has no paid staff members.

The housing co-op decides to redevelop its website and contracts a developer to undertake the project.

Jenna follows the project closely because she is interested and has professional experience in website development.

Which of the following statements demonstrates an appropriate role for Jenna?

1. Jenna oversees the project and regularly meets with the developer to provide advice and suggestions for the website redevelopment.
2. Jenna provides regular updates on the project to the board and includes her professional perspective on best practice, including potential risks and opportunities as the project is implemented.



What am I legally accountable for?

Governing bodies of incorporated organisations have the same legal requirements whether they are not-for-profit OR for-profit.*

- Financial management
- Legislative and regulatory compliance
- Human resources (including paid staff and volunteers)
- Risk management

** Directors and officers liability insurance policies provide protection and form part of standard insurance packages.*

Key governance principles and duties

- Duty to act honestly, in good faith and in the best interests of the organisation
- Duty to avoid improper use of position or information
- Duty to act with care, skill and diligence
- Duty to avoid conflicts of interest
- Duty to prevent insolvent trading
- Board solidarity

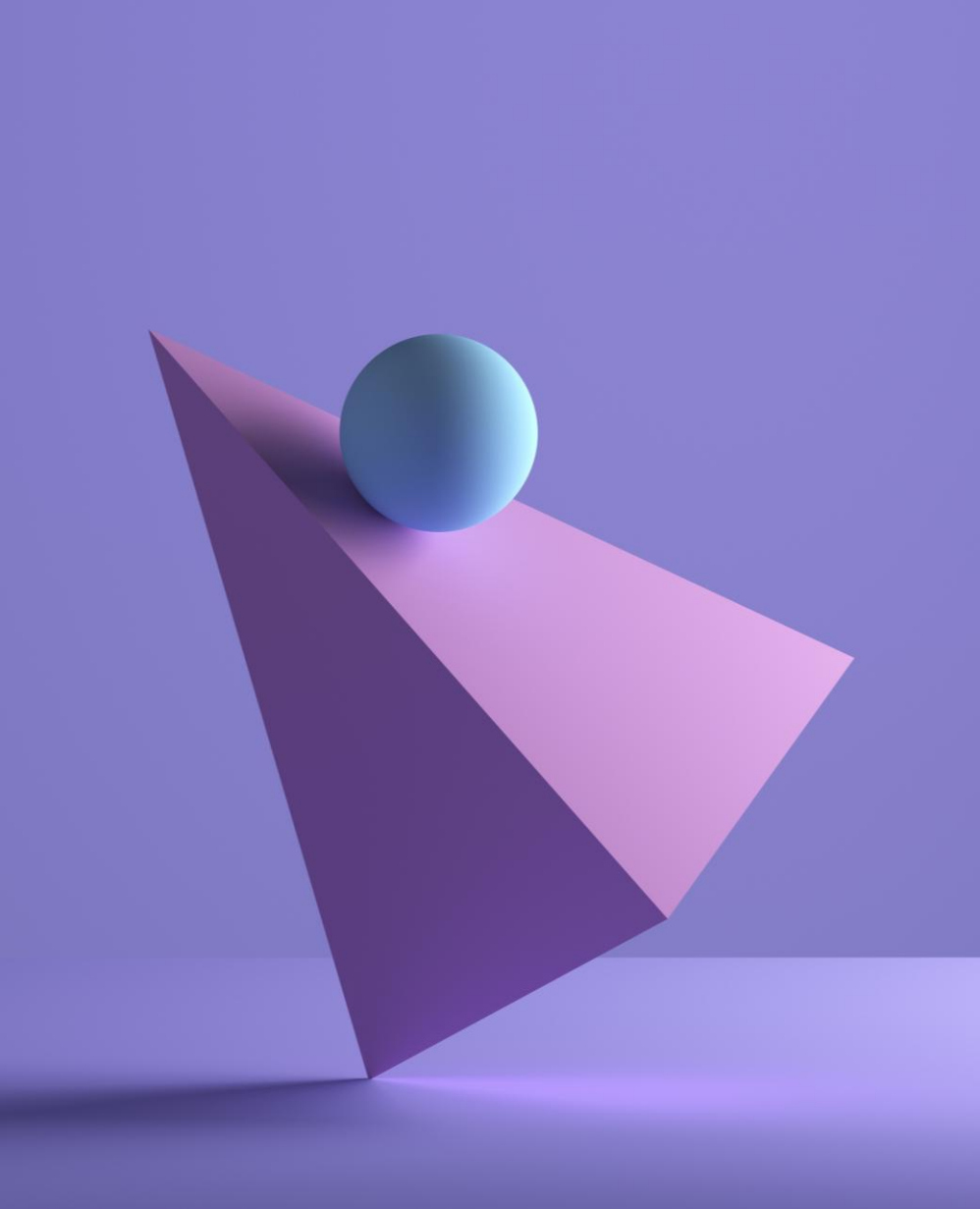


Scenario: Duty to act bona fide in the best interests of the company

Richmond Trust Fund is a community foundation that supports young people in the youth justice system.

Kevin, a long-time board member, has recently been pushing the board to advocate strongly against a proposed government policy that will introduce a broader criminal history check required for board members. While the organisation's values broadly align with Kevin's argument, the rest of the board decide that it's more appropriate for the organisation to focus on issues more directly related to the Trust's strategic objectives.

Kevin ends up resigning from the board and it becomes clear after the new policy is introduced that he would have been adversely impacted by the new policy but there is limited impact to the Trust.



Scenario: Duty of care, skill and diligence

Youth For Good Inc. is deciding whether to tender for a program that will give them long term financial stability but may bring some risks in terms of staff capacity. The board of Youth for Good Inc. is made up of people under the age of 25 and they have limited training and experience in governance.

The CEO presents the tender opportunity and recommends that the board do not tender as they believe it will put too much pressure on the staff team. The CEO provides very limited evidence to support this recommendation.

The board aren't convinced but they feel pressured to take the recommendation as they believe the CEO is best qualified to make this decision because of their age and experience.

Another organisation wins the tender and, shortly after the announcement, the CEO of Youth For Good Inc. resigns and accepts a higher paid role with the winning organisation.

Scenario: Duty to avoid conflicts of interest

Gary is a board member of a not-for-profit organisation in a small regional town. Each year, the organisation gives out a prestigious community award with a small cash prize to recognise outstanding local volunteers.

This year, one of the shortlisted nominees is his daughter's Year 12 English teacher. Gary is not on the selection panel, but he is on the board that endorses the final decision and announces the winner publicly.

Gary doesn't declare any conflict of interest, reasoning that he doesn't personally know the nominee beyond occasional parent-teacher conversations, and he wasn't involved in their nomination.

When the teacher wins, a local resident posts online questioning whether the award was "a case of small-town favouritism."



Scenario: Board solidarity

Amara has been secretary of her local netball association's board for three years. Recently, the board experienced significant turnover, with a new chair, treasurer, and two other members joining.

The new board decided to reduce member newsletters and stop publishing meeting minutes on the website, saying greater confidentiality was needed as the club grew. Amara was concerned about this change in communication. She raised her concerns at board meetings but found herself in the minority.

Frustrated, Amara began voicing her dissatisfaction to teammates outside the board. This fuelled rumours that the board was hiding information, leading to calls from members for a special general meeting (SGM) to address the issue.

Did Amara act appropriately in this situation?



Scenario: Duty to not trade while insolvent

Live, Love, Learn is a small charity that provides free tutoring from volunteers for recently arrived migrant and refugee students.

The charity receives a one-off grant from government to increase its services across the state from February 2024 to February 2025. The board employs a General Manager and two paid tutors to oversee the program.

In November 2024, the board is informed that the grant will not be renewed for the following year. The CEO manages to find a philanthropic funder to fund 50% of the program for three years from July 2025.

Live, Love, Learn have enough reserves to last for three month of current operational expenses.

What are its options?



Break!



Scenario: Duty to not improperly use position and to treat confidential information properly

Brayden has just joined a board of a community health service in a regional town and is at the local pub with his partner after an intense meeting that involved a discussion about how to advocate on behalf of a small group of extremely vulnerable people about a sensitive issue.

Brayden tells his partner about the situation and expresses his frustration at what's happening. He mentions specific information about the group of people that makes them identifiable.

Someone in the pub overhears Brayden's story and approaches one of the vulnerable people involved to ask whether she can help. The vulnerable person is distressed that their situation is public and complains to the Chair of the board.

What can help ensure this mistake doesn't happen again?

- **Policies**
 - Confidentiality
 - Privacy
- **Processes**
 - Reminders about what people can share outside the board meetings
 - Induction
 - Regular chats about roles and responsibilities of individual board members

Duty to avoid conflict of interest

A conflict of interest arises when a board member's **duty to act in the interests of the organisation** is compromised by some other personal or professional interest.

Actual/real:

A board member (or someone close to them) could directly benefit from a decision.

Potential/foreseeable:

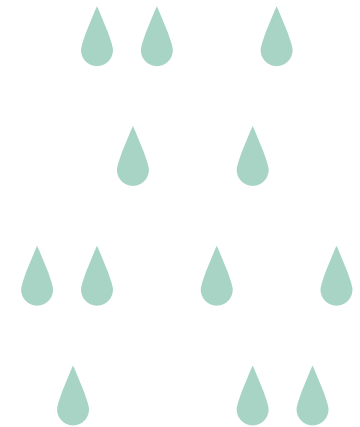
A situation where a conflict could arise in the future, depending on circumstances.

Perceived/apparent:

A board member has an interest that could reasonably be perceived as compromising their impartiality.

Managing conflicts of interest

- **Proactively identify conflicts:** Conflicts must be declared. If a member doesn't disclose a conflict themselves, others may raise it.
- **Check regulations and organisational policies:** The organisation's constitution, by-laws, and relevant legislation may outline specific procedures for managing conflicts.
- **Exclusion from discussion and decision-making:** In most cases, the conflicted board member should leave the room during discussions.
- **Documentation:** The decision and its management should be recorded in the minutes, including when the conflicted member exited and re-entered the meeting.
- **Use a Conflict of Interest register:** Maintaining a register of declared conflicts ensures consistency in future governance decisions.





Where to find key information

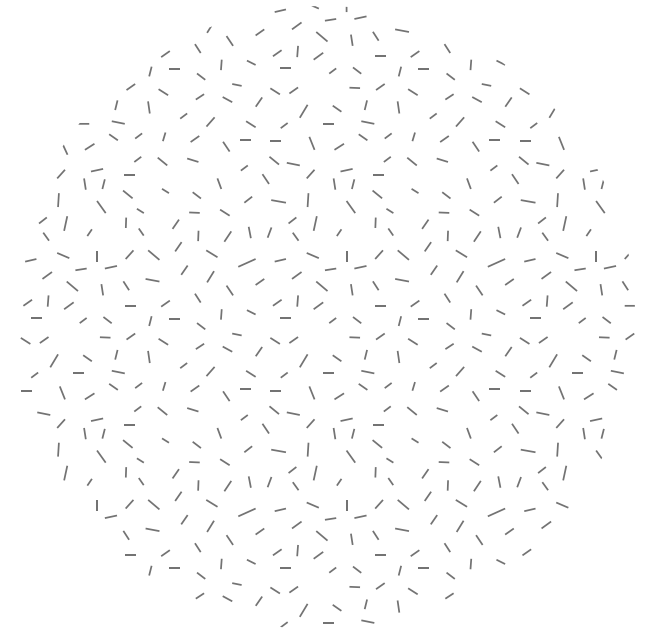
- Legislation
- Constitution
- Strategic plan (and any other plans)
- Board charter
- Organisational policies and procedures
- Annual reports
- Minutes

Other legal responsibilities

What laws apply to your organisation?

How do you know? Who can help?

- Australasian Legal Information Institute (www.austlii.edu.au)
- Not-for-Profit Law (www.nfplaw.org.au)
- Regulator websites
- Free newsletters and alerts from legal services
- Paid legal advice and support

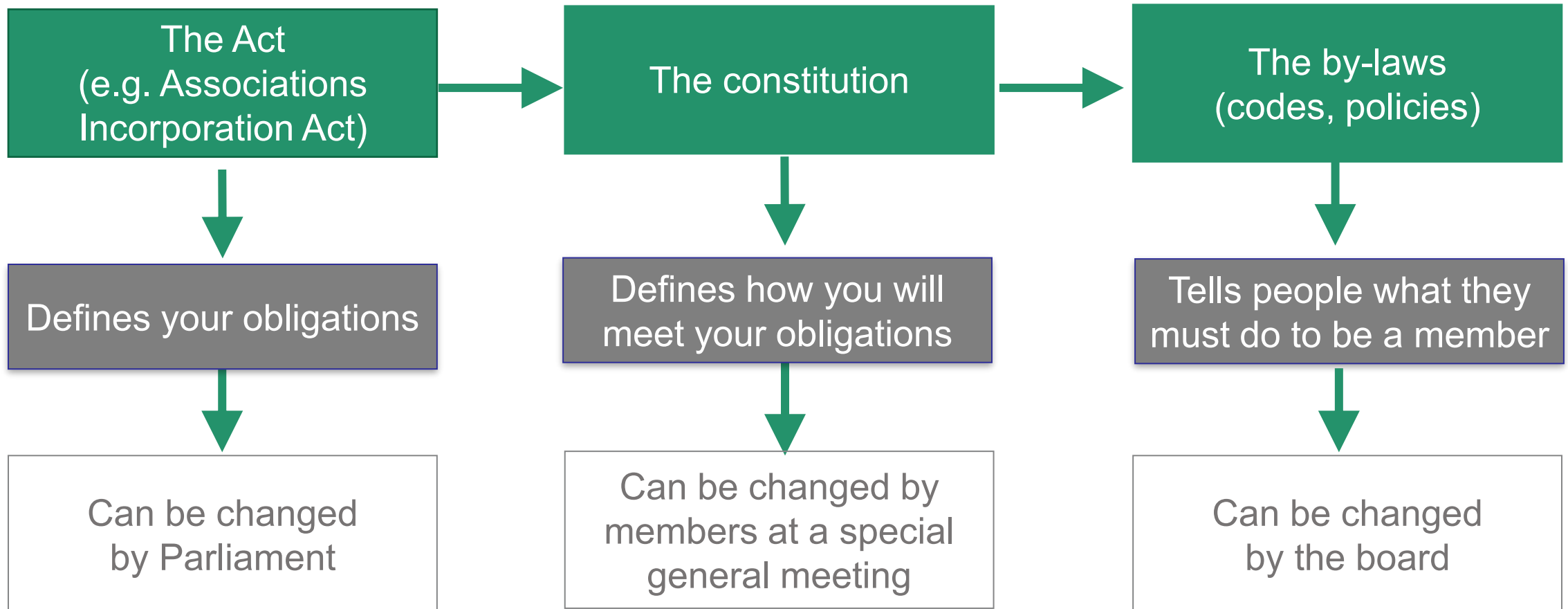


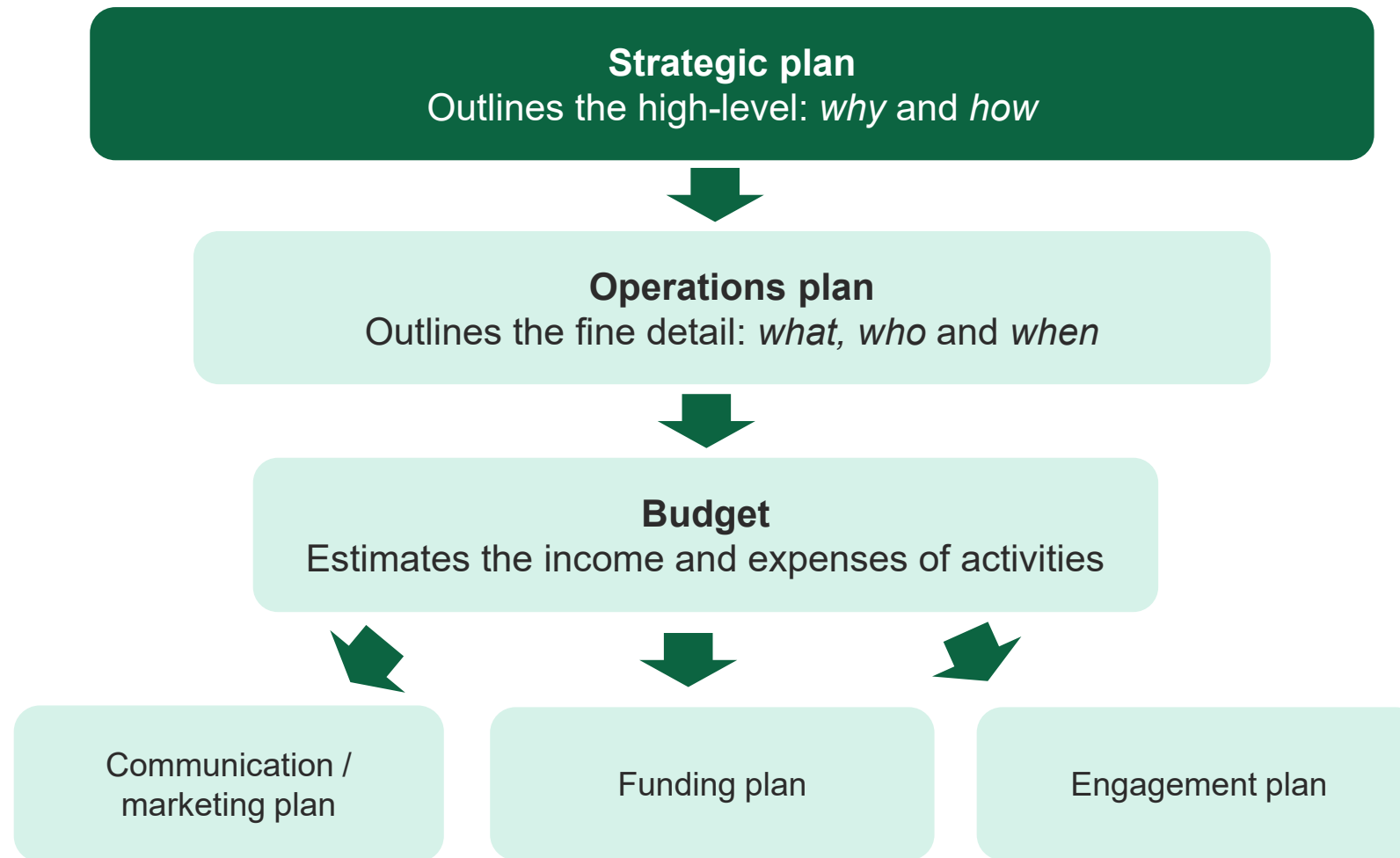
Legal structures of Australian not-for-profits

Structure	Focus	Owners	Regulator
Unincorporated association	NFP	Individuals	None
Incorporated association	NFP	Members	State/territory government departments *
Co-operative	NFP/Profit	Members	State/territory government departments *
Company limited by guarantee	NFP	Members	ASIC *
Indigenous Corporation	NFP/Profit	Members/shareholders	ORIC *
Statutory organisation	NFP	Parliament (state/federal)	Parliament

*Registered charities also have ACNC as their regulator

How the legal structure influences how we operate







What goes into a board manual?

Background information

- A bit about the background/history of the organisation

Access to key documents

- Object/purpose
- Strategic plan
- Relevant policies (conflict of interest, confidentiality, etc)
- Copy of any insurance policies (for board members or for the organisation)
- Current year's budget
- Most recent annual report and auditor's report.

A guide to the board's activities

- Information about current board members (names, contact details and a short biography)
- Organisational chart
- A meeting schedule and a calendar of upcoming events
- Any board reviews, reports or evaluations
- A list of the board's current sub-committees, including terms of reference and details of chairs and members
- If there are several sub-committees, a chart showing how they fit together

Responsibilities

- Board members have a range of legal and ethical responsibilities, and it can be very useful to include this information in your board manual
- Meeting protocols
- Behavioural expectations

Breakout discussion

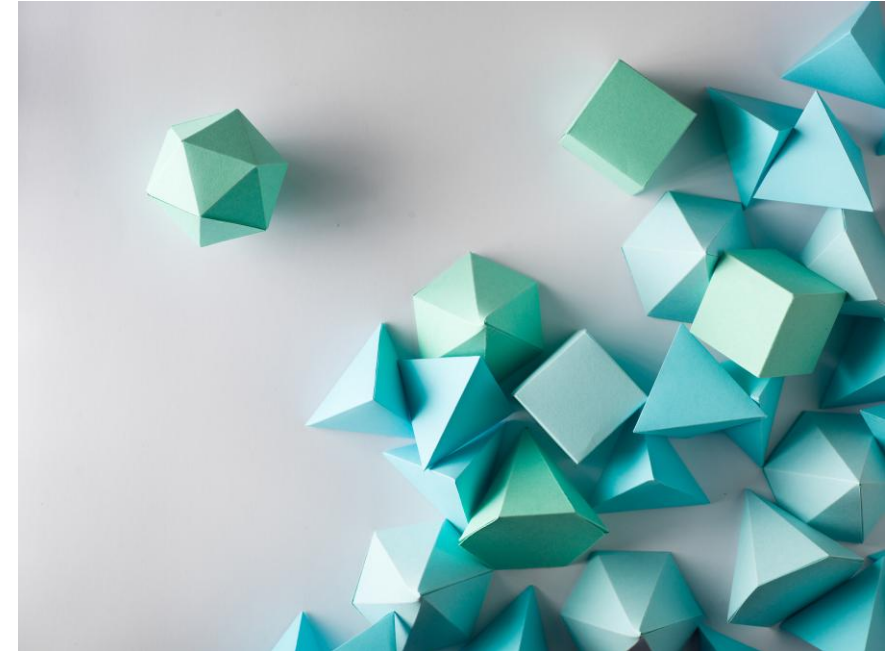
How have you managed situations in the past where you've been new to a job or to a project and had to get up to speed quickly?



What policies support good governance?

- Code of Conduct
- Complaints
- Grievance and dispute
- Conflict of interest
- Risk management
- Fundraising
- Financial
- Whistleblower
- Media relations
- Delegations
- Communications
- Privacy
- Data collection and retention

Do you have these policies in place? If not, find templates at communitydirectors.com.au/tools-resources/policy-bank



Healthy decision-making for boards



'Boards should be building a hierarchy of reason ... as opposed to an aristocracy of position'

Simon Longstaff



What to expect?

- The chair leads the meeting and facilitates discussion
- The secretary organises the meeting (and sometimes takes minutes)
- The treasurer provides financial overview and explains the finance reports
- The CEO (and/or other operational staff) provide operational reports/perspectives/advice
- The whole board discusses and decides in the best interest of the organisation
- Decisions may be made by consensus
- Decisions may be voted on and made by a majority
- All decisions will be raised as motions to pass or be carried
- Motions may be moved and seconded
- Board members should have different perspectives, and these should be respected

What does the ideal meeting look like?

- The meeting starts on time
- Everyone has read the strategic agenda* and supporting information
- The chair and/or secretary are familiar with the meeting rules
- Everyone has an opportunity to contribute
- Contributions are well-considered, concise and reflect different perspectives, leading to robust and respectful discussion
- Decisions are made and recorded
- Actions arising are clearly outlined
- The meeting finishes on time (or early!)

***Priorities:**

1. Formalities (quickly)
2. Matters for decision
3. Matters for discussion
4. Matters for noting

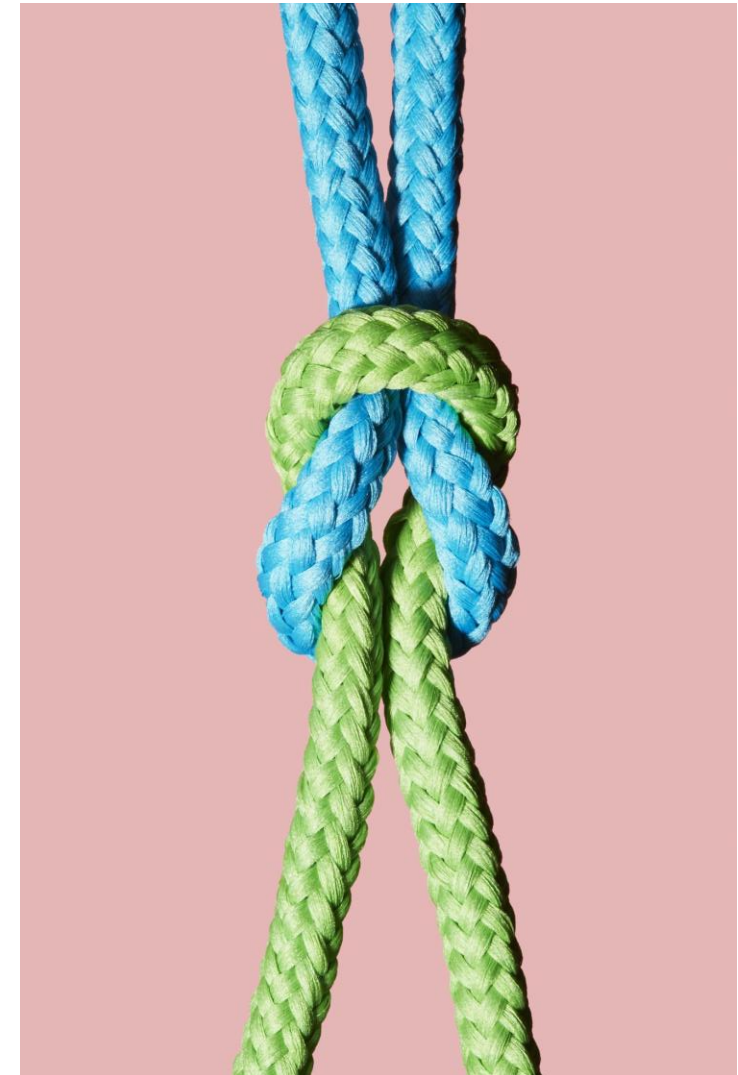
How to prepare

- Read the agenda and the background papers (including the finance reports)
- Email questions to the secretary (or appropriate person) before the meeting
- Familiarise yourself with the constitution and meeting protocols, including code of conduct
- Consider your own perspective on decision items
- If you represent a particular cohort, understand the broader perspective



Follow-up after meetings

- The minutes should be distributed so you can read them and propose any amendments before they are approved at the next meeting.
- Keep track of and implement any actions you are responsible for.
- Communicate only what has been agreed to by the board and in the way it's been agreed.



Participating with confidence

- Ask the right questions – you are there to oversee the organisation, not run it.
- Trust your gut – if something doesn't seem right, raise it.
- Make notes before the meeting and during the meeting to help clarify your perspective.
- If things are moving too quickly, ask the chair for a one-on-one to help get you across the key issues.
- Don't approve a decision if you don't understand the implications now, and in the future.
- Listen first, speak second.
- Be concise but don't worry about professional language or jargon. Be you.
- The whole organisation is relying on the board to steer it well – don't forget what a privilege that is.

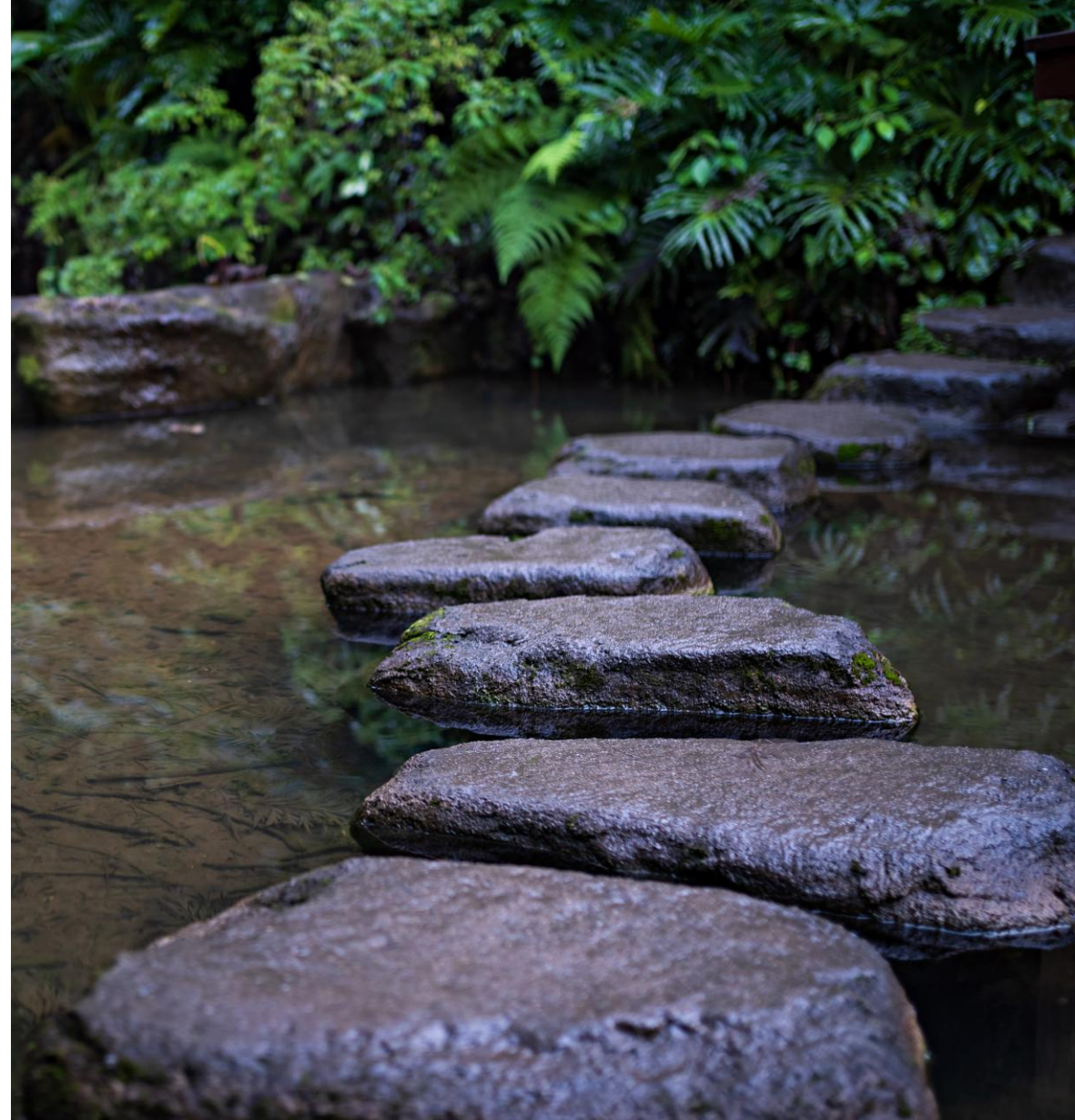
Reflections and challenges for the week

- What would you like to know more about?
- What has really hit the spot today?



Challenges for the week:

- List your skills and how they will benefit your board
- Find your organisation's constitution and/or strategic plan and read them (you do not need to memorise them)



Preparation for next week...

1. Bring your organisation's:

- Constitution
- Strategic plan
- End of year financial reports

2. Download the board pack on the Board Boot Camp portal under week two pre-reading