



# Board bootcamp: Welcome to the board table

Jon Staley, Institute of Community Directors Australia



**Join in via chat**

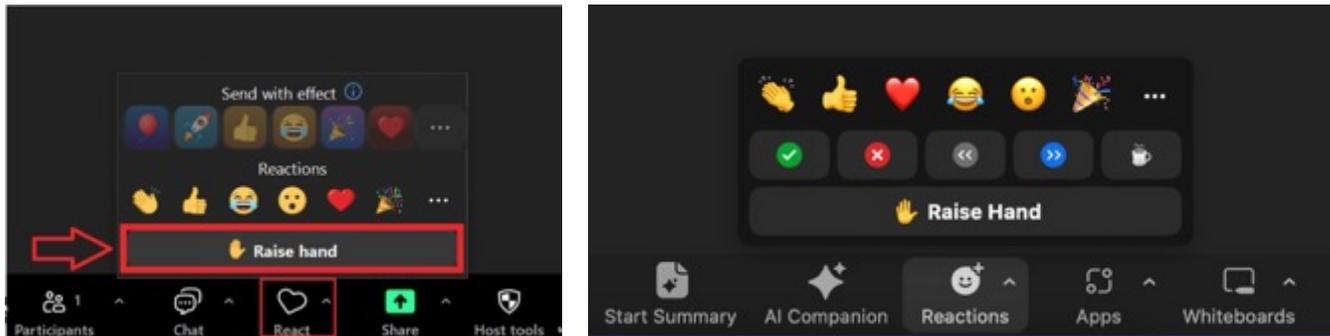
*'Hi I'm Jon from Our Community and I am joining today from Wurrundjeri woi-wurrung country in Melbourne ...'*

**Acknowledgement of Country**



# Housekeeping

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



- Chat function is for everyone to use. Feel free to share your experience and advice, respond to prompts and answer any questions that arise if possible.
- You will receive the slides and the recording via the email you registered with.
- Please don't use AI to summarise or record this session.
- Please mute yourself unless you are speaking to the group.

# 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

# Meet your trainer

## Jon Staley

- 25 + years community leadership
- 10 + secondary/vocational teacher
- Founder Youthworx (non-profit social enterprise)
- Filmmaker/writer
- Community board member



# Today's session:

1. What does it mean to be on a board?
2. What am I legally accountable for?
3. Where to find key information
4. What to expect
5. Participating with confidence

## Getting to know you...

1. Quick introduction (name, location, organisation)
2. What's an important skill you have?
3. What are you most concerned about in regards to your board role (or prospective role)?
4. Why are you excited about your board role (or prospective role)?

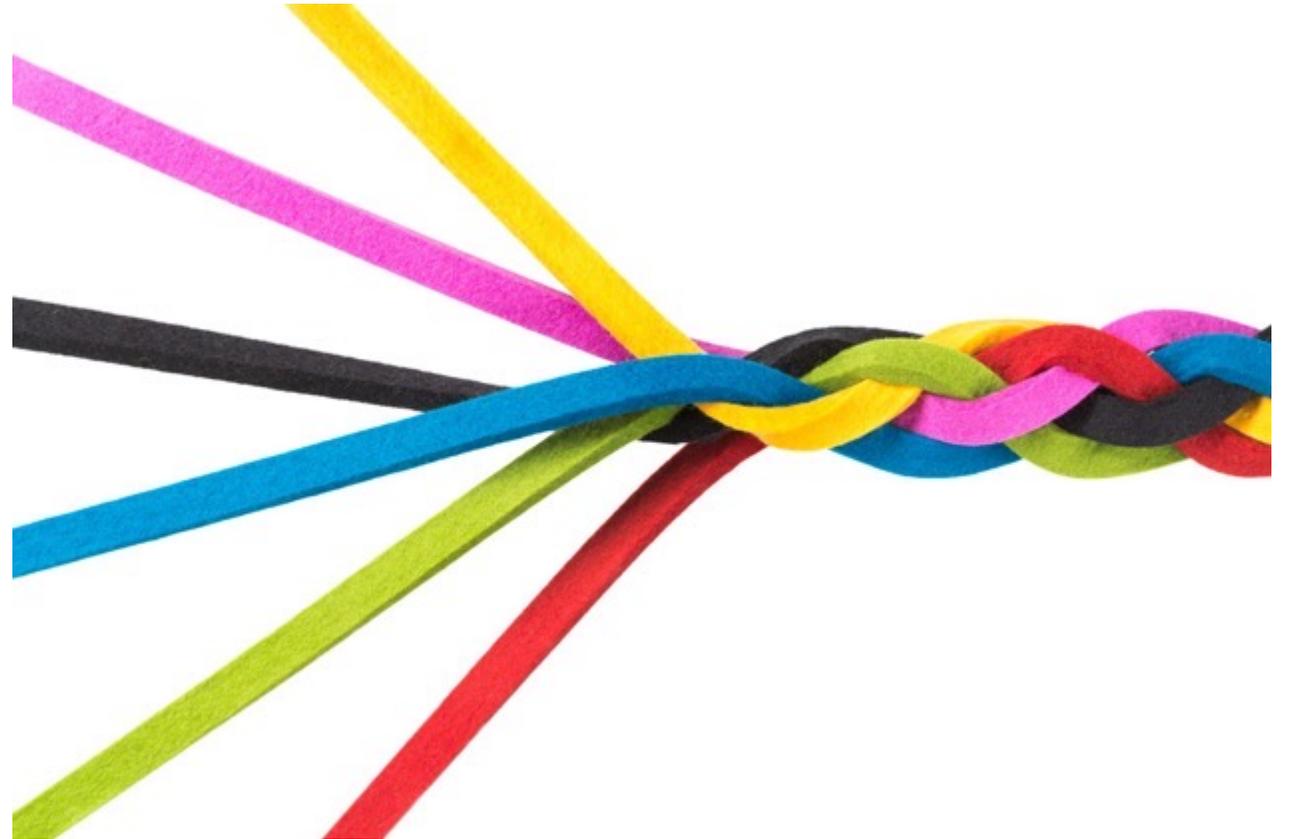
## **BREAKOUT**

Nominate someone to share one or two interesting points of your discussion back to the main group

# Governance

## What is it?

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.



# What does it mean to be on a board?

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



# Key terminology

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

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

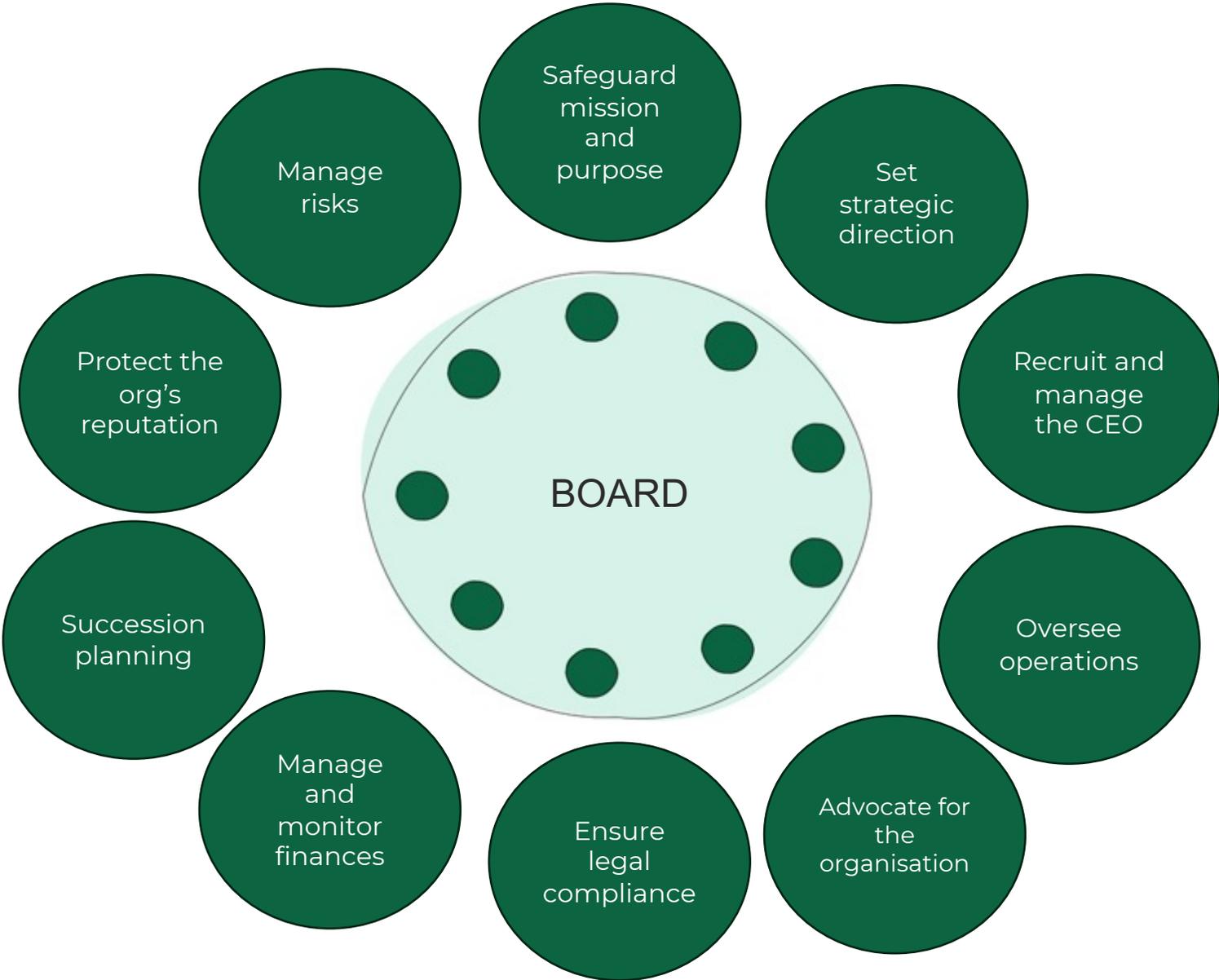
**Anything else?**

# What do boards do?

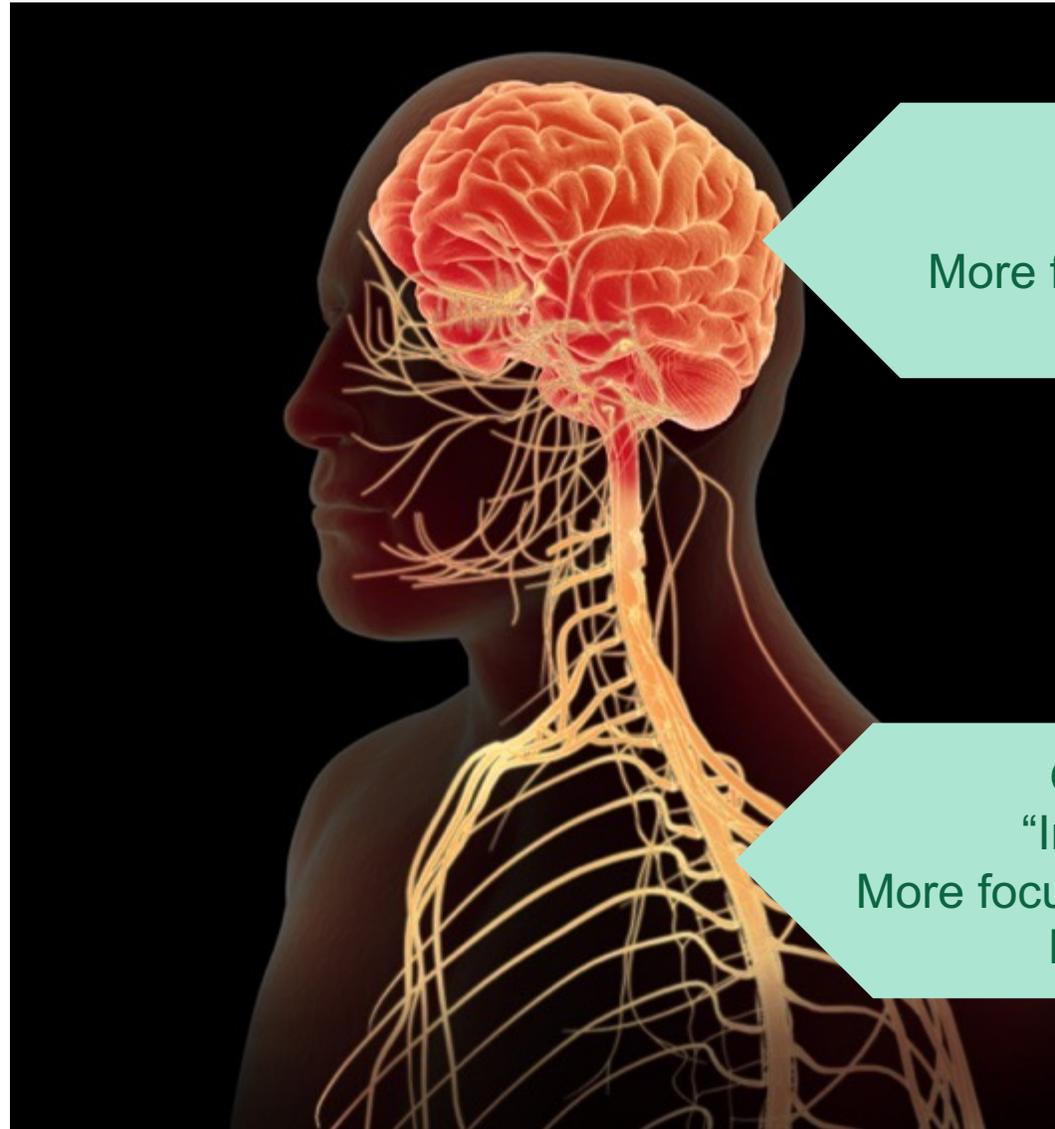


# What do boards do?

How clearly understood are these roles by your board?



# 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 a software developer in her paid employment and a voluntary board member of a housing co-operative. The housing co-op has five paid staff members.

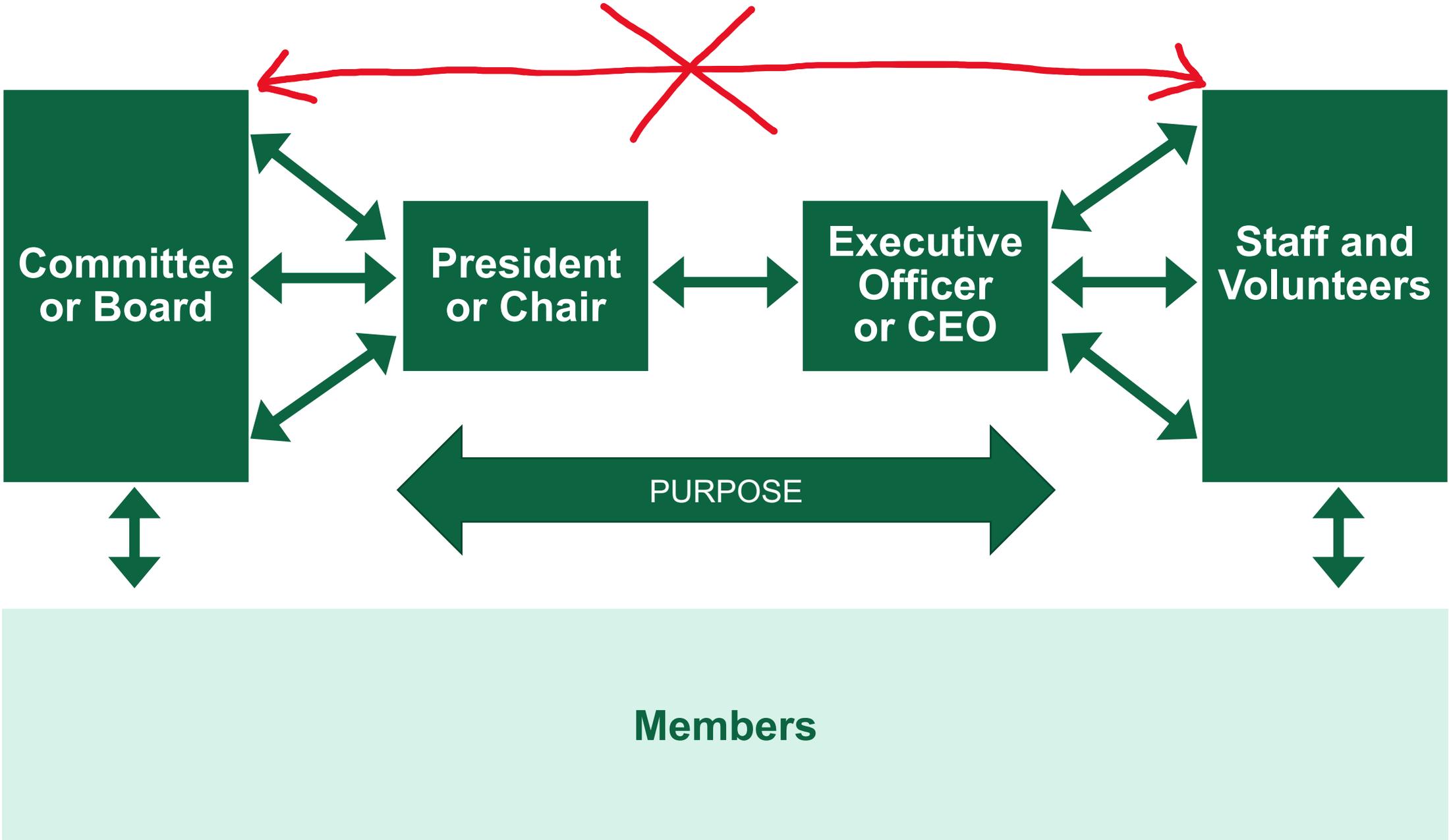
The housing co-op decides to redevelop its website and hires a project manager to undertake the project.

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

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

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 in board meetings when the CEO provides updates to the board on the project's progression. The CEO takes this perspective back to the project manager when appropriate.





# Governance vs management

Jenna is a software developer in her paid employment and a voluntary board member of a housing co-operative. The housing co-op have 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 in it and has professional experience in website development.

Which of the following statements demonstrates an appropriate governance 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?

*'With governance comes power, with power comes stewardship, with stewardship comes responsibility.'*

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 policy protects you and is part of standard insurance packages.



**Short  
break!**

# Key governance principles and duties

- Duty to act honestly 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.

KJ, 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 his 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.

KJ 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 NOT improperly use position of information and 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 conflicts of interest

**Actual:** There is a real conflict between the personal interest of the member and the interest of the organisation

**Potential:** There might be a conflict but it needs to be discussed and decided

**Perceived:** There may not be a conflict but it may look like a conflict to external stakeholders and/or members so it's best to treat as an actual conflict.

# What you can do to avoid a conflict

1. Policy (declaration)
2. Register of interests
3. Declare interests before discussing issues (even non agenda items) where you think there may be a conflict
4. Give opinion if asked or required to, but do not seek to unduly influence
5. Excuse yourself from decision-making process or implementation
6. Record declaration and actions in meeting minutes

# 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 – 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?**



# Scenario – Board solidarity

**BREAKOUT**

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?



# Where to find key information

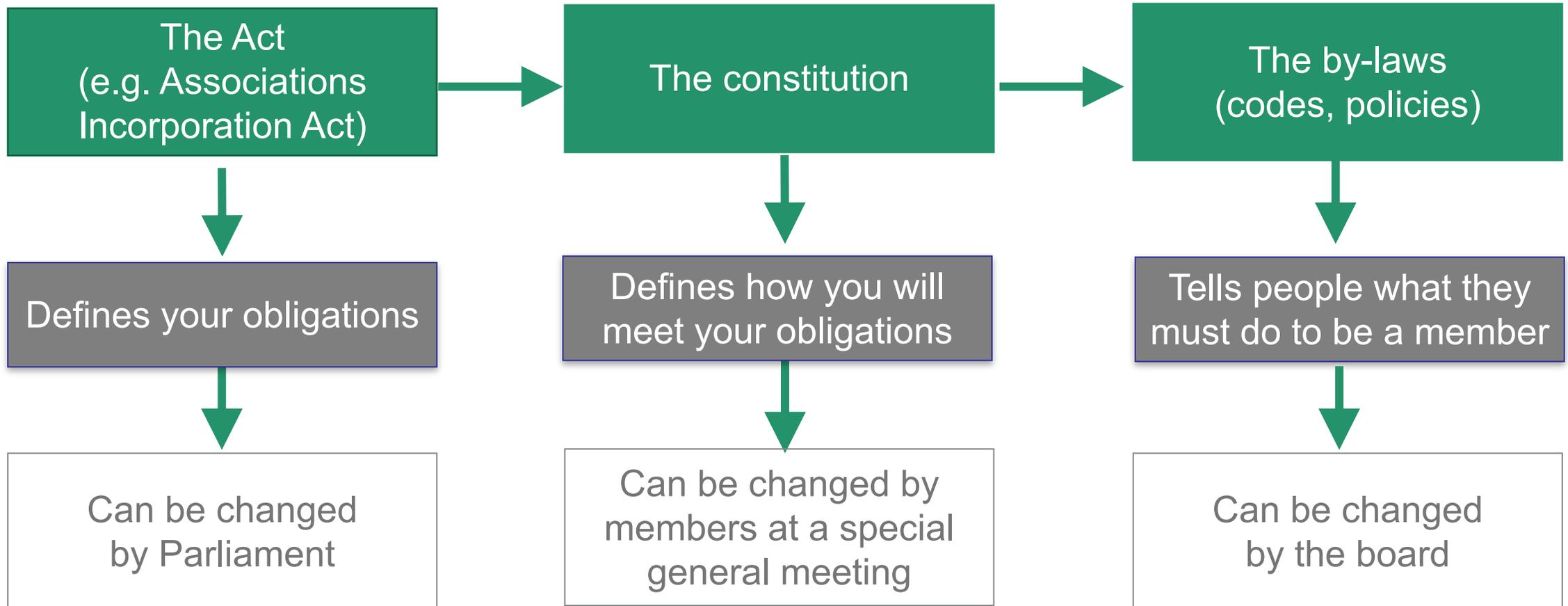


- Legislation
- Constitution
- Strategic plan (and any other plans)
- Board charter
- Organisational policies and procedures
- Annual reports
- Minutes

# 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	ACNC / ASIC
Indigenous Corporation	NFP/Profit	Members/shareholders	ORIC
Statutory organisation	NFP	Parliament (state/federal)	Parliament

# How the legal structure influences how we operate



# What does the ideal meeting look like?

- The meeting starts on time
- The meeting has an agenda that everyone has read including any supporting information
- There is a minute taker
- The chair and/or secretary are familiar with the meeting rules
- The chair follows the agenda
- 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 and recorded
- The meeting finishes on time (or early!)

# Reflection and challenge for the week

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

## Challenge 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.