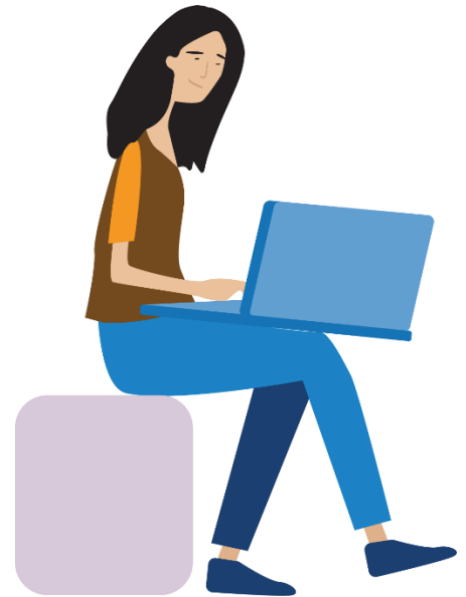


# 2021-2022 WDV Board



## Position Description

The WDV Board of Directors are the voice of our members. The Board's job is to speak with and for women with disabilities, set strategic direction, and govern the organisation.

WDV is an organisation with many staff and responsibilities. Our work includes advocacy, representation, and implementing projects. We also raise awareness, through workforce training, about issues facing women with different kinds of disability across Victoria.

The members of WDV elect Directors to represent them to lead the organisation. The Directors do this by:

- Ensuring we are the voice of and for women with disabilities in Victoria.
- Setting strategic goals and a way forward.
- Making sure our money is spent wisely.
- Making sure we obey the law and compliance regulations.
- Leading and inspiring staff to do our work.



## Duties of All Directors

All WDV Directors must:

- Have a commitment and knowledge of our values, aims and objectives.
- Act in the best interests of WDV.
- Act with reasonable care and use all our skills so that we carry out our work in a way that means we have enough money to cover all our costs.
- Make sure WDV complies with its legal, constitutional, and contractual obligations.
- Make sure our members receive an Annual Report which shows them the work WDV has done over the year as well as an end of year financial report.
- Find new Directors for the Board of Directors and co-opt members to Committees as needed.
- Tell other Directors about and manage all conflicts of interest you think you may have.
- Set the strategic direction for the organisation.
- Recruit, appoint, and manage the Chief Executive Officer.
- Make sure the person who has been chosen as the Chief Executive Officer is:
  - working well for WDV
  - have the support and resources to do their job.

## Responsibilities of All Directors

Directors have a lot of responsibilities, and these include:

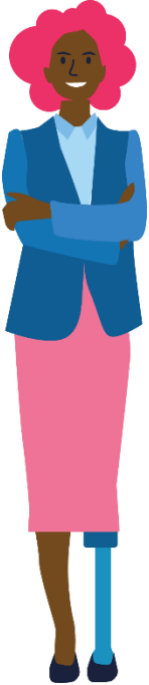
- Understanding your responsibilities as a Director of WDV.
- Understanding the shared values of WDV.
- Safeguarding WDV's mission and vision – i.e. what WDV plans to achieve, where we want to be, and how we plan to get there.
- Attending and participating in all Board meetings and Committee meetings you are a member of.
- Reading all the papers you have been sent before the Board meeting.
- Asking questions during Board meetings to make sure you understand all the papers given to you.
- Respecting all other Directors' opinions, even if they are different from yours.
- Responding to all telephone calls and emails as soon as you can.
- Understanding the difference between the work of the Directors and the work of the staff.
- Developing and reviewing our strategic plan with our members and staff.
- Finalising and approving the annual budget and sign off on any items of expenditure outside the approved budget.
- Developing the job description for the CEO, working closely with them, and monitoring their performance.

## Board Meetings and Policies

- A minimum of six (6) meetings are held each year, per Committee and Board.
- Directors must attend a minimum of four (4), out of the scheduled six (6) meetings, per year unless a leave of absence is granted.
- All meetings are held bi-monthly (every second month).
- Dates and times of all meetings are determined by the Board, with input from staff, following the AGM.
- Historically, all Board meetings are held at the WDV office in Melbourne's CBD. However, since 2020 all Board meetings are held via Zoom.
- WDV is committed to ensuring all Directors are provided the opportunity to contribute, attend, and participate in all Board activities. All Directors are encouraged to communicate any access requirements or reasonable adjustments they need to do their job as Board Directors.
- All Board agendas and papers are distributed one week prior to the meeting to enable Directors enough time to adequately prepare.
- A range of reports are presented at Board meetings including papers from the CEO, Treasurer, and Committee Chairs.
- Conflicts of interest (either real or perceived) are declared at the start of each meeting.
- A nominal sitting fee is available for Board Directors to claim. Sitting fees may be claimed for attendance in Board and Committee Meetings, Annual General Meetings, workshops, and meetings as required to be undertaken to complete their legal and financial responsibilities. The fee is currently set at \$75 per meeting.
- Board Directors may be reimbursed for reasonable out-of-pocket expenses. Reasonable reimbursement of costs may include parking, fuel, public transport, childcare, professional training and development, or costs associated with assistance/support required.

## Board Committee Descriptions

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Appointment of Board positions and committee memberships are decided once Board vacancies are filled and after the AGM has concluded.

The Board delegates authority to committees to deal with complex or specialised issues more effectively and to use Directors' time more efficiently. Committees of the Board undertake the detailed work which then forms the basis of items to be discussed and voted upon at Board meetings.

Committee meetings are typically held on alternative months to Board Meetings. However, some Committees choose to meet in the same month of the Board meeting.

A brief overview of each committee and its responsibilities can be found below:

### Executive Committee

The Board Executive Committee consists of the WDV Co-Chairs, Vice Chair, Treasurer and Secretary.

- This committee is **responsible** for setting the Board agenda, managing the WDV Board Alumnae Network, and to serve as a communications mechanism amongst the full WDV Board and as a support mechanism to the CEO.
- The **Co-Chairs** lead the Board and manage its principal relationships. The Chairs have a clear delineation of duties as agreed by the two Directors.
- The role of the **Vice-Chair** is to act for the Co-Chairs when the Chairs are unavailable, or when the Chairs have delegated the Vice-Chair to act on their behalf.

- The role of the **Treasurer** is to organise and chair the Finance and Risk Committee and to work with relevant WDV senior managers to ensure that the organisation is trading solvently.
- The role of the **Secretary** works closely with the Board Governance Officer to ensure correct records are kept and that all compliance obligations for the Board are met.

## Governance Committee

- The **primary objective** of the Governance Committee is to assist the Board in exercising due care and diligence in discharging its governance responsibilities. In doing this the Committee will:
  - Review Board policies, systems, and procedures, including the WDV Constitution, and recommend improvements to existing processes and procedures where appropriate.
  - Ensure the Board's governance capacity is maintained.
  - Establish a comprehensive succession planning strategy.
  - Review and organise the Board induction program.
  - Ensure the principles of integrity, accountability, and transparency are maintained by Board members through an effective Code of Conduct/Ethics.

## Membership Committee

- The **primary objective** of the Membership Committee is to review current policy regarding WDV membership and develop strategies for improved membership growth and benefits. In doing this the Committee will:
  - Review and approve Membership applications.
  - Improve clarity regarding the role(s) of members, and to improve the effectiveness of members' engagement with the organisation consistent with the agreed role(s).
  - Devise strategies to engage strategic organisations and Victorian government markets.
  - Support the implementation and advise the Board on all

membership data and analysis.

- Support the management of the members register.
- Develop a membership growth plan and policy

## Finance & Risk Committee

- The **WDV Treasurer is the Chair** of this Committee.
- The **primary objective** of the Finance and Risk Committee is to assist the Board in exercising due care, diligence, and skill in discharging its financial governance, operational oversight, and monitoring responsibilities. In doing this the Committee will:
  - Oversee the financial reporting process ensuring balance, transparency, and integrity of financial information is presented to external users.
  - Review internal financial control, the financial accountability framework, and risk management framework.
  - Monitor WDV's process for compliance with laws and regulations affecting financial reporting.

## Brenda Gabe Leadership Award Committee

- The Brenda Gabe Leadership Award (BGLA) is a **bi-annual project** that acknowledges those who have made a positive impact on the lives of women with disabilities in Victoria.
- **One Board Director** sits on this Committee and acts as a liaison between Board and staff regarding the BLGA project.
- The **primary objective** for this Committee is to ensure the successful execution of the Brenda Gabe Leadership Award nomination process, appraisal, and ceremony.