



## Information for potential 2021 Directors

An item of business at the 2020 AGM will be for members to consider a special resolution to adopt a new constitution. In the case that the special resolution passes and the constitution changes are then ratified by Consumer Affairs Victoria, the structure of the 2021 Board will change to reflect the newly adopted constitution. This document provides information for those who may be interested in nominating for the potentially new-look 2021 Board of Directors.

### Purpose of the Board

The Board's primary role is one of trusteeship on behalf of its members and stakeholders, ensuring that the club remains viable and effective in the present and for the future.

The Board:

- represents the interests of and provides a duty of care to the club's members;
- understands the club's purpose and sets a clear vision and future direction for the club;
- identifies, documents and communicates the club's strategic priorities and core values;
- ensures the club's strategic objectives are accurately measured and that reporting on progress occurs;
- implements and oversees an organisational structure that will see the work of the club carried out effectively;
- ensures financial and non-financial risks are appropriately identified and managed;
- provides oversight to ensure the club's assets are used properly, funds are spent effectively, and financial affairs are well managed;
- ensures the club complies with all relevant laws, affiliation agreements, codes of conduct, and appropriate standards of behaviour;
- appoints, directs, supports, and evaluates the performance of the Club Operations Officer and other positions that may receive remuneration or an honorarium;
- cultivates relationships that are beneficial to the club's strategies and objectives; and
- shares the impact of the club on the community.

### Board Structure

If all vacancies are filled, the Board will consist of eight Directors.

Directors can only act collectively as a Board. The function of an individual Director is to participate in decisions of the Board.

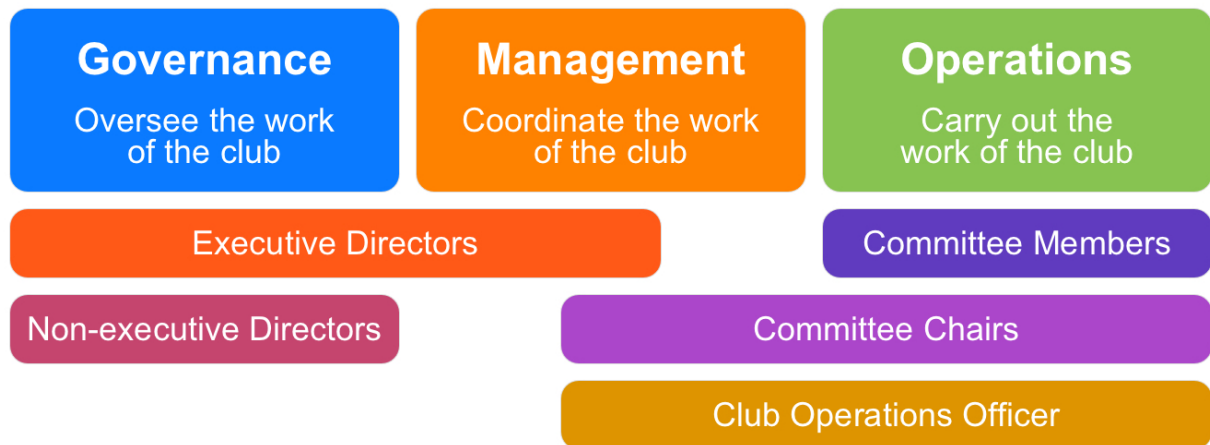
There are four Office Bearer positions that will be held by four of the Directors:

- President
- Vice President
- Secretary
- Treasurer

These **Executive Directors** will have additional responsibilities in the management and administration of the club. These roles are described in more detail at the end of this document.

The remaining four Directors will serve as Ordinary Board Members. These **Non-executive Directors** are not bound to give continuous attention to the affairs of the club. Their duties are of an intermittent nature to be performed at periodic Board meetings and at meetings of any committee of the Board on which the Directors happens to be placed.

The Board governs the club and appoints committees and officers to manage the club's operations.



## Director Duties

A Director's primary role is to attend monthly board meetings and actively participate in the deliberations of the Board. Where board papers are circulated in advance of the meeting, Directors are to read the papers and consider issues before the meeting.

Directors may elect to serve on various working groups or subcommittees of the Board.

## Time Commitment for Directors

The Board generally meets monthly. Directors are able to attend meetings remotely via Zoom. The schedule of Board meetings will be determined by the 2021 Board at the start of its term. There is some flexibility and individual meetings can always be rescheduled to suit availability, but it is desirable to set a recurring schedule such as "7:30pm-9:30pm on the first Wednesday of each month". Extra meetings (or online communications) may be required to deal with time sensitive issues.

Directors are expected to attend two planning sessions early in the term of the new Board: 1) a Board review of the strategic plan, and 2) an all-hands meeting for the Board and the club's operational committee volunteers to set expectations and objectives for the year ahead.

Extra time may be required if a Director elects to attend events on behalf of the Board, participates in working groups or subcommittees, or maintains the Club's relationship with another organisation.

A greater time commitment will be required from the Directors who serve as President, Vice President, Secretary and Treasurer. Those office bearers will have additional duties on top of those of a Director and will be involved in the management of the club's operations.

## Desired Attributes of Directors

While different Directors can bring different skills and knowledge to the Board based on their background, studies, employment and life experience, all Directors should:

- have a genuine interest in the club and its workings;
- be active contributors;
- have integrity – acting ethically and putting the club’s interests before their personal interests;
- have the curiosity to ask questions and the courage to challenge fellow board members where necessary;
- work well in a group – listen well, respect alternative viewpoints, be tactful, and be able to get to the crux of a matter quickly and communicate their view frankly.

## Term of Position

All Directors are elected for a one-year term. Directors can seek re-election at each AGM.

## Remuneration

All MUSC Directors serve as volunteers.

## Meetings

Agenda items and board papers for a monthly board meeting are to be due 2 weeks before that meeting. This will allow the agenda and papers to be circulated at least a week in advance of the meeting, so all Directors have ample time to read and consider issues before the meeting.

The President chairs board meetings, guiding the Board to address each item on the agenda and building a consensus so that decisive action can be taken.

Board meeting minutes are taken by the Secretary. Board meeting minutes are kept confidential amongst the Board so that Directors can be open and honest in their discussions with fellow Directors. Summaries of Board meetings, not containing any confidential or sensitive information, may be written to communicate board meeting happenings with non-Board members.

## Protection for Directors

MUSC is an incorporated association and indemnifies its Directors from liability for activities they undertake on behalf of the association in good faith. This protects individuals, although not where they have deliberately broken the law.

See: <https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations/running-an-incorporated-association/secretary-committee-and-office-holders/office-holders>

As per the club’s affiliation agreement with the University of Melbourne, the following insurance coverage is be provided by the University: Professional Indemnity Insurance for Club personnel, including Club Office Bearers, committee members, coaches and other paid staff and volunteers who are registered with MU Sport, when acting within the scope of their designated Club duties.

## Financial Authority

The Board will determine which Directors become signatories on the club’s bank accounts and therefore which Directors will have online access to the club’s accounts and be able to sign cheques.

All Directors are given access to the club’s online accounting system so they can provide adequate financial oversight of the club’s finances.

## Position Description: President

The overarching role of the President is to provide leadership and ensure the Board and club functions properly.

The President leads the Board in:

- Creating the governance and management structure for the club
- Ensuring the club's objectives, goals and mission are being followed
- Producing (and ensuring regular review of and reporting on) a Strategic Plan for the club
- Ensuring that the club develops in the appropriate direction
- Ensuring that the club operates in an ethically, environmentally, and socially responsible fashion
- Ensuring that appropriate policies and procedures are in place for the effective management of the club
- Overseeing the formation of and delegation of responsibilities to committees
- Overseeing the recruitment, appointment, support, performance review and succession planning of Committee Chairs and positions such as the Club Operations Officer
- Ensuring appropriate grievance procedures are in place
- Ensuring the club's financial control procedures are adequate and risk management strategies are in place

The President is the Chairperson of the Board. The Chairperson is responsible for:

- With the Secretary, preparing the agenda in advance of meetings
- Arranging with committees and officers to provide the information the board needs
- Chairing board meetings- ensuring the harmony of board deliberations, guiding the board to address each item on the agenda, and building a consensus so that decisive action can be taken

The President may, from time to time, be called upon to represent the club and be its spokesperson.

## Position Description: Vice President

The Vice President takes on the duties of the President in their absence.

It is important to note that although the President **ensures** that certain responsibilities are met, much of the work may be **delegated** to and shared with others. The President and Vice President work closely together to ensure the Vice President assumes responsibility for some specific aspects of the club's business.

## Position Description: Secretary

The role of Secretary is to ensure the smooth functioning of the Board and the club's operations.

It is important to note that although the Secretary **ensures** that certain responsibilities are met, much of the work may be **delegated** to others.

In summary, the Secretary is responsible for:

- Ensuring meetings are effectively organised and minuted
  - Organising the venue for board meetings
  - With the Chair, preparing the agenda in advance of each board meeting

- Organising meeting papers for distribution before each board meeting
- Taking minutes at each board meeting and circulating them to board members
- Writing summaries of board meetings for circulation to non-board members
- Ensuring the AGM is effectively organised and minuted
- Maintaining effective records and administration
  - Overseeing the club's register of members
  - Overseeing the procedures for admission, suspension and resignation of members
  - Keeping custody of important club documents and records
  - If requested and as required according to the club's rules, making documents appropriately available for inspection by members
- Communication and correspondence
  - Receiving correspondence and passing it onto the relevant people within the club
  - Ensuring correspondence is replied to in a timely manner
  - Overseeing how the club communicates with its members and other stakeholders
  - Overseeing the timely submission of information to external entities, for example:
    - team entry or fixture preference submissions to Football Victoria; or
    - membership data or the club's annual submission to Melbourne University Sport

MUSC is an incorporated association and the association Secretary has a small number of duties specified by Consumer Affairs Victoria. See: <https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations/running-an-incorporated-association/secretary-committee-and-office-holders/secretary>

### Position Description: Treasurer

The Treasurer has a watchdog role over all aspects of financial management.

It is important to note that although the Treasurer **ensures** that certain responsibilities are met, much of the work may be **delegated** to the Finance Committee (which they Chair) or other operational committees or officers.

In summary, the Treasurer:

- Ensures that accurate and complete financial records are maintained
- Ensures that accurate, timely and meaningful financial statements are prepared and presented to the Board
- Oversees budget preparation and financial planning
- Ensures finances are used appropriately and in accordance with the objectives and purposes of the club
- Ensures the club's compliance with all applicable tax and financial reporting arrangements
- Ensures the club's financial control procedures are adequate and that appropriate safeguards against fraud are in place
- Ensures that financial risk management strategies are in place
- Oversees the collection and reception of all money due to the club and making of all payments authorised by the club
- Helps the full Board understand the club's financial affairs
- Ensures the club remains financially viable at all times