



POSITION DESCRIPTIONS FOR THE BOARD OF THE AUSTRALIAN INSTITUTE OF LANDSCAPE ARCHITECTS

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1.0 INTRODUCTION

The intention of this policy is to outline the roles and clear position descriptions for the Board of Directors of the Australian Institute of Landscape Architects ('AILA'). This Policy constitutes part of AILA's governance policies.

2.0 ROLE OF THE AILA BOARD

The role of the AILA Board is to represent members and implement the objects of the Company Constitution. The responsibilities and powers of the AILA Board are contained in AILA's Company Constitution.

Responsibilities and Duties of Directors

AILA's Board of Directors, is empowered to manage the affairs of the company (AILA).

Directors have legal duties and responsibilities that arise from the fiduciary nature of the relationship between Directors and the company (AILA).

Directors have the fiduciary duty to act with fidelity and trust, to act honestly, in good faith and to the best of their ability in the interests of AILA. They must not allow conflicting interests or personal advantage to override the interests of AILA. Directors owe their duty to the membership as a whole, not to any individual member or Chapter of members.

Directors should act honestly at all times in the exercise of their powers and in the discharge of their duties of office. The common law also requires Directors to act with reasonable skill and in good faith.

Directors are bound by a duty of confidentiality to AILA. A Director may be held personally liable for any damage caused to AILA by breaching this duty.

A Director must not allow a conflict of interest to compromise their position in AILA.

Directors must disclose at their first AILA Board meeting or as they arise any interests that they may have in contracts, proposed contracts, property, or in positions that may affect their position within AILA.



Directors are obliged to ensure AILA keeps proper books of account and adequate records.

AILA holds Annual General Meetings and lodges its annual return with the Australian Securities Investment Commission (ASIC).

Directors are required to assure themselves of the correctness of the profit and loss account and are to ensure that AILA is solvent.

3.0 POSITION DESCRIPTIONS OF NATIONAL COUNCIL EXECUTIVE

The National President

AILA's National President is responsible for the integrity of the governance process and the functioning of the Board, most specifically to oversee the flow of information between management and the Board, Directors and members. This contrasts with the role of the CEO who is responsible for the functioning of the organisation, implementation of the Board's decisions and policies and the day-to-day conduct of the affairs of AILA business. Please see item 17.1 on page 50 of AILA's constitution for detailed information ([here](#)).

Two main aspects to the President's role:

1. The President's role within the context and decision making of the AILA Board; and
2. The President's role with the general membership and the public.

Within the Board context, the President shall:

- Be clear on what the AILA Board has to achieve strategically;
- Provide strategic guidance to other Directors;
- Ensure that the Board acts in accordance with its own rules and applicable legislation and codes;
- Make meetings effective by ensuring that the Board considers matters properly/carefully and comes to clear decisions promptly (i.e. that the decision is clear as to the intentions of the Board and recorded in the minutes);
- Ensure that all Directors have equal opportunity and input; and
- Ensure decisions of the Board are communicated to the CEO and are implemented properly and reported back to the Board.

Outside the boardroom, the President shall:

- Represent AILA nationally in accordance with the letter and spirit of these corporate governance standards;
- Maintain a professional working relationship with the CEO;
- Work with the CEO to ensure the strategic objectives of the Board are achieved and
- communications between the Board, State Chapters and the CEO are maintained;



- Encourage all Directors and State Executives to actively strengthen AILA's image and reputation; and
- Without diminishing the responsibility of all other Directors, the President is most responsible to provide leadership for AILA and to ensure a focus of responsibility for the actions of AILA, its officers and its employees.

The duties include:

- To be conversant with AILA's Aims, Objectives, Articles, Policies, activities and procedures.
- Accept initiating action and supporting roles in major issues with which AILA is concerned;
- Foster and maintain working relationships with associated organisations and Institutes.
- Presides at and attends all meetings of the Board;
- Annually reviews the organisational structure of AILA for effectiveness in collaboration with AILA's CEO and national office staff;
- Acts as the key point of communication between AILA staff and the Executive. Keeps the executive fully informed on the conditions and operations;
- Works with the executive and staff in developing and implementing the strategic plan to further the goals and objectives of the State Chapter;
- Oversees committees and task forces, outlining their purpose and duties in the context of AILA strategic planning documents, and monitoring their progress;
- Supports the mission, policies and programs of AILA;
- Promotes interest and active participation in of AILA;
- Presents an annual report at the Annual Meeting;
- In conjunction with the Board, ensure that budgets are prepared and monitored;
- Acts as spokesperson for AILA to the media, legislative bodies and related organisations in collaboration with the national office staff;
- In cooperation with the AILA senior staff, operates within an annual budget, and sees that the finances of the chapter are managed appropriately;
- Conveys the importance of the strategic planning process to the executive and promotes an open-minded approach in critiquing AILA's strengths and weaknesses related to AILA's ability to deliver services to all of its members;
- Responsible to the executive and to the membership for seeing that the programs and policies of the chapter reflect the needs and aspirations of the membership and the mission of AILA; and
- Maintain contact with the membership and with the Chapters, through various means including special notices, and reports in AILA's newsletter and magazine.

Vice President

The Vice President is responsible to provide 'second in command' leadership for AILA. The Vice President will accept the role and responsibilities of the President when requested by the President or when the President is unable to accept them. Please see item 17.2 on page 51 of AILA's constitution for detailed information ([here](#)).



The duties of the Vice President are to:

- Be conversant with AILA's Aims, Objectives, Articles, Policies, Activities and procedures.
- Accept initiating and/or supporting roles as directed by the Board or at the request of the President.
- Convene and chair meetings when the President is unable to do so.
- Convene and chair meetings of Committees as required.
- Undertake any other work or duties as requested by the Board.
- Liaise with Committees and personnel as designated by the Board.

Immediate Past President

Where available and if appropriate, the immediate Past President can be regarded as an ex-officio member of the Board and is responsible to ensure a degree of continuity from the previous Board and act as an adviser to the new Board. The duties could include:

- Attend meetings of the Board for up to 9 months;
- Attend other meetings of the Board when applicable;
- Advise the Board on matters related to procedures, policies and directions;
- Continue involvement with specific tasks approved by the Board; and
- Liaise with the President as requested or as necessary.

An Immediate Past President may also continue in another elected role on the Board, and therefore would not be restricted to being in an ex-officio role.

Secretary to the Board

The Secretary is responsible to ensure the smooth functioning of AILA administrative matters and advise the Board on administration procedures and matters. The company constitution allows for this role to be undertaken by a person that could be either a Director, an employee, a member or any other eligible person, Similarly, the Board may, by resolution, delegate some or all of the Secretary duties to another person not acting formally as the Secretary of the Company. The Secretary may also, delegate some or all of the above duties to another person from time to time. Please see item 19 on page 52 of AILA's constitution for detailed information (here).

The duties are to:

- Understand in detail AILA's Memorandum, Articles, Policies, and administrative procedures;
- Liaise with Committee/personnel as designated by the Board; and
- Work closely with the President on relevant matters and provide secretarial assistance to the President as necessary.



The duties include:

- Arranges for recording of Board Meeting outcomes / minutes;
- Oversees preparation of any national level public submissions in consultation with members;
- Assist in the preparation of Annual Reports;
- Distributes information of outcomes to the Board and state members; and
- Arranges for the Annual General Meeting including election process.

The CEO is able to support the Company Secretary by carrying out the following duties with the assistance of National Office staff:

- Prepare Notices and Agendas for the Board and General meetings;
- Record and produce minutes of all Board and General meetings;
- Maintain accurate records of AILA meetings and policies by way of minutes, policy books, etc.;
- Be responsible for all correspondence made on behalf of the Board;
- Monitor administrative procedures and advise the Board about improvements;
- Prepare and circulate material to the Directors for up-date information;
- Prepare and circulate amended Handbook information annually or as directed by the Board.
- Undertake any other work as requested by the Board; and
- Ensure all ASIC records are properly maintained.

Chairpersons of Committees

A Director with oversight of any portfolio area needs to oversee conduct of the committee in accordance with the adopted Terms of Reference for the Committee

The Chairpersons duties are to:

- Be conversant with AILA's Aims, Objectives, Articles, Policies, Activities and procedures;
- Originate and detail business for the Committee;

The CEO is able to support the Chairperson by carrying out the following duties with the assistance of National Office staff:

- Receive correspondence related to the work of the Committee;
- Call meetings as necessary or undertake necessary correspondence with members to carry out the functions of the Committee;
- Maintain records of meetings, correspondence, etc.;
- Issue statements; and
- Prepare reports on the Committee activities to each face-to-face meeting of National Council.



Ordinary Directors

All non-executive Directors are to accept roles and responsibilities as members of the Board. Their duties are to include:

- Be conversant with AILA's Aims, Objectives, Articles, Policies, Activities and procedures;
- Accept initiating and/or supporting roles in issues as directed by the Board or at the request of the President;
- Accept positions on the Board's working parties and committees;
- Convene and chair meetings of Committees if required;
- Undertake any other work or duties as requested by the Board;
- Liaise with committees and personnel as designated by the Board; and
- Liaise with their relevant state Chapter Executives.

4.0 INDUCTION PROCESSES

- The Board is obliged to participate in an induction process at their commencement to ensure they have full understanding of the roles and responsibilities of being a Director of and an understanding of AILA's Organisation; and
- The format of the induction and participation of external training providers will be decided jointly with the CEO as part of the exit process of an outgoing Board.

5.0 PERFORMANCE REVIEW

AILA's Board will participate in a performance review that will assess the Board's performance, including individual roles. This could take place either annually, or mid-term during the Board's tenure.

The format and conduct of the Board's performance review will be agreed with the CEO.