

Board Induction

Guidelines for New Directors & Chairs

Club DIRECTORS
INSTITUTE

ClubsNSW



Introduction

Congratulations on joining the board of your club.

Whether you are here through election by your peers or appointment by your board, you have joined a select group of club members who have been given the responsibility of the stewardship of your club into the future.

Stewardship of our clubs – and the essential community services that they entail – is a task of great importance. Maintaining relevance to our communities, as they evolve year after year, to ensure the long-term sustainable and profitable delivery of their products and services, is both a challenging and rewarding task. We have developed the *Board Induction Guidelines* to assist you as you commence your role as a director of your club, or commence your term as Chair of your club, if you are stepping up to this important leadership role.

With increasing scrutiny of governance in Australia, utilising all the tools that your club and ClubsNSW provides for training and education in governance and operational oversight, will enable you to exercise the due diligence required to ensure you effectively execute your role.

We look forward to seeing you at our many educational and industry events as you undertake your directorship with your club.

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Clubs can adjust this template to suit their specific needs.

1 Induction Guide for New Directors

Welcome and congratulations on your election to the board. To ensure that you have all the information to actively participate at the next board meeting on *(insert board meeting date)* below is an induction program to assist in your director role.

Induction with the Chair

Inductions with the Chair and the Club Manager should take place after the new director has studied these board induction guidelines.

The first step the Chair will take you through is the Diversity Matrix that identifies the skills available on your current board, highlighting any gaps that may need to be filled, and providing a snapshot of skills for each director that would need to be replaced, should they step down from the board.

Overview of the Current Strategic Plan

This will give the new director the opportunity to ask questions and provide feedback/ideas.

The Chair will then highlight opportunities for the club, challenges and immediate priorities, and the next strategic planning review date.

Role Expectations

The Chair will:

- explain club expectations in terms of code of conduct, meeting attendance, protocol if unable to attend meetings, complaints procedures and any other club specific duties and protocols needed - reinforcing confidentiality and team work
- explain election structure (annual, biennial, triennial).
- update the board skills matrix at this meeting.
- explain the annual director role review process (if it exists) and discuss individual training and development opportunities.
- ensure that *Director Foundation & Management Collaboration* and *Finance for Club Boards* training is undertaken in a timely manner, in compliance with legislation and club constitutional requirements.

Induction with the Club Manager

Although a director's role is strategic and NOT operational, spending some time with the club manager is critical in providing a strategic overview of the club's Key Result Areas (KRA) that drive the financial wellbeing of the club.

The club manager will go through the three-monthly financials and areas of club opportunity and strengths. This will not only assist the club manager in getting to know you but also help them achieve a better understanding of your skills.

Checklist

Review

- Club Constitution
- Quarterly financial reports
- Director role description
- Current strategic plan
- Board structure: sub committees and their charters, board positions (vice chair, treasurer etc)
- Process for annual director role review (if it exists)
- ClubGRANTS process (if applicable) and current recipients
- Register of disclosures

Clubs can adjust this template to suit their specific needs.

To sign and return to Board Chair

- Confidentiality Agreement
- Code of Conduct
- Anti-bullying and Harrassment Policy
- Equal Opportunity Policy
- Workplace Health and Safety Policy

Induction Dates

- Board Chair Date Time

- Club Manager Date Time

This Director's role description is meant to be used only as a guideline.

Clubs can adjust this template to suit their specific needs.

2 Director Role Description (Template)

Congratulations on being elected to the Board of *(club name)*.

Below is a very general summary of the key duties expected of all directors. However, you may be asked to undertake other tasks, activities and projects during your tenure as a director, after mutual agreement with the board's president/chair.

As a director your core role is strategic and you will be expected to:

- uphold the traditions and public reputation of your club
- conduct the business and affairs of the club in accordance with the club's constitution in the best interests of the club and all members
- not pander to a minority of members – strike a balance
- comply with the law and the club constitution
- think independently but act in concert.

Staff Interactions*

All staff are answerable to the club management team. As a director, you should not:

- interfere in the day-to-day running of the club
- manage, delegate to or become involved with staff
- ignore issues you may see in the club, but address them through the correct channels (via the CEO/secretary manager).

**These rules are not applicable for small clubs that are run by the directors.*

Board Meetings**

As per the Constitution of *(club name)*:

- directors are expected to attend a minimum of *(no. of meetings)* during a 12-month period
- all non-attendance at board meetings should be advised in writing to either the president/chair or the club CEO/secretary manager
- if *(no. of meetings)* meetings are missed consecutively without any contact with the president/chair or the club CEO/secretary manager, your position as a director may be in jeopardy – every situation will be considered individually and circumstances taken into account
- directors should read and understand all board papers *prior* to the meeting
- directors should participate actively and respectfully in all board discussions

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- directors must act in concert with decisions taken by the board
 - directors must maintain complete confidentiality of all board issues, ensuring that all dialogue, written and spoken from board meetings remains strictly confidential
 - sub-committee (if relevant, there may be a separate role description for any subcommittee you may be appointed to).

***Please note that these are only guides and will be dependent upon the guidance in your club constitution.*

Compliance

As a director, you will need to follow all Federal and State legislation and the dictates of your club constitution by ensuring that you:

- comply with the statutory duty of care and due diligence
- exercise your powers and discharge your duties in good faith in the best interests of the club and for a proper purpose
- do not improperly use your position, or information that you obtain as a director, to gain advantage for yourself or someone else, or cause detriment to the club
- disclose to other directors any material personal interest in a transaction
- adhere to your club's code of conduct.

Training & Development***

As per the Constitution of (*club name*):

- directors must attend the Mandatory Director Training (*Director Foundation & Management, Finance for Club Boards*) within 12 months of your election or appointment to the board or gain exemption approval
- directors should attend Club Directors Institute (CDI) Professional Development Seminars or Days (if you are a member)
- directors should stay relevant and up to date with club industry knowledge.

****Please note that these are only guides and will be dependent upon the guidance in your club constitution. There may be other training requirements e.g. a Cert IV in Governance, that may be a club-specific requirement.*

Clubs can adjust this template to suit their specific needs.

2 Induction Guide for New Chairs

Welcome and congratulations on your election to the position of president/chair. To ensure that you have all the information to actively participate at the next board meeting on (*insert date*) below is an induction guide to assist you in your chair role.

Depending on club specifics, you may choose to go consult with the outgoing chair, a trusted director who has been on the board prior to your appointment or with the CEO.

These inductions should take place after the new chair studied these board induction guidelines.

This will give the new chair the opportunity to ask questions and provide feedback/ideas.

Induction with the CEO/trusted director on the board

Overview of the Current Strategic Plan

The CEO/trusted director will:

- go through the current vision, mission and values and how it links into the strategic plan
- identify the key highlights of club areas of opportunities and challenges and immediate priorities
- signal the next strategic planning review date
- review the current Board diversity matrix and update it.

Role Expectations

The outgoing chair/CEO/trusted director will explain club expectations in terms of:

- chair and director role expectations and any other club specific duties and protocols needed – reinforcing confidentiality and team work.
- code of conduct and its importance
- chairing board meetings and setting the agenda in concert with the CEO/secretary manager
- board meeting protocols – process if unable to attend meetings – and an explanation of board paper and agenda protocols (*when the former are received and how – via email, hard copy etc, and time scale for submitting agenda items for discussion*)
- handling complaint procedures from members and staff
- the collection of all signed-off policies
- the CEO annual review process
- the annual director role review process (if it exists) and individual training and development opportunities
- explaining election structure (annual, biennial, triennial) and diary dates

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- update of the board skills matrix
 - ensure that *Director Foundation & Management Collaboration and Finance for Club Boards* training is undertaken by all new directors in a timely manner, in compliance with legislation and club constitutional requirements.

Induction with the CEO/Secretary Manager

Although the chair's role is strategic and NOT operational, spending some time with the CEO/secretary manager is critical in providing a strategic overview of the club's Key Result Areas (KRA) that drive the financial wellbeing of the club. The chair and CEO/secretary manager enjoy a closer, more frequent relationship than the majority of the board.

CEO/secretary manager can:

- explain the contents of the board financial papers, highlighting areas of opportunities and strengths – *this will considerably speed up the financial understanding for new board members and will also help the CEO to engage and build a relationship with the new chair*
- examine the club's KRAs and the operational plan – capital expenditure/projects current/planned/future are highlighted and explained from a strategic perspective
- explain compliance in terms of the gift register and the material personal interest declaration
- identify their current and future key performance indicators.

Checklist

Review

- Club Constitution
- Quarterly financial reports
- Induction process for other directors conducted by the Chair
- Chair role description
- Role descriptions for other directors or Board positions – Treasurer, Vice President etc
- Current strategic plan
- Board structure: sub committees and their charters, board positions (vice chair, treasurer etc)

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- Process for annual director role review (if it exists)
 - ClubGRANTS process (if applicable) and current recipients

Contracts

- Current CEO Contract of Employment
- Current club contracts that need board approval before renewal (e.g. catering contracts)

To sign

- Confidentiality Agreement
- Code of Conduct
- Anti-bullying and Harrassment Policy
- Equal Opportunity Policy
- Workplace Health and Safety Policy

Induction Dates

- Previous chair /trusted director Date Time
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- CEO/secretary manager Date Time
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2 Chair Role Description (Template)

This Chair role description is meant to be used only as a guideline.

Clubs can adjust this template to suit their specific needs.

Congratulations on being elected as Chair of the Board of (*club name*). The chair is a critical leadership role that influences board and club culture and will impact on the club's current and future viability.

Below is a very general summary of the key duties. However, you may be asked to undertake other tasks, activities and projects during your tenure as the chair depending on the club's current and future strategic arrangements.

Chair Role

The responsibilities of the chair are principally to:

- lead the board
- chair board and general meetings of the club competently, ethically and transparently and ensure board effectiveness
- ensure that general meetings are conducted efficiently and that members have adequate opportunity to express their views and obtain answers to their queries
- liaise with the secretary manager to ensure that new board members are briefed and have access to information on aspects of the club's operations
- actively induct new board members into board and club protocols including confidentiality and code of conduct requirements
- facilitate the effective contribution of all directors
- be the main point of contact and communication between the board and the secretary manager, ensuring that the board's views are communicated clearly and accurately
- lead the review of the board's performance and the review of the secretary manager's performance, ensuring that the delegated authority of the secretary manager and expected key performance criteria for the secretary manager are clear
- ensure that there is regular and effective evaluation of the board's performance
- ensure board succession planning facilitates cognitive diversity and endeavours to make board composition reflective of its membership and community profile in terms of age, gender and ethnicity
- set a standard for board members in terms of attendance at meetings and prior familiarity with board papers distributed and issues to be raised
- be the media spokesperson for the board where appropriate and represent the club's interests.

Board Meetings

As the chair, you should lead all board meetings. The points below are to be used as a guide only (depending on your club constitution).

The chair will:

- establish the agenda for board meetings in consultation with the secretary manager
- ensure that the agenda and board papers are circulated in a timely manner
- ensure that all directors participate fully
- encourage debate and diversity of thought prior to all decision making
- participate actively and respectfully in all board discussions without personal bias being applied to sway majority decisions
- you will be expected to attend a minimum of (no. of meetings) during a 12-month period
- inform the other directors and secretary manager in writing of all non-attendance at board meetings
- if (*no. of meetings*) meetings are missed consecutively without any contact your position as chair and director may be in jeopardy – every situation will be considered individually and circumstances taken into account
- read and understand all board papers prior to the meeting.
- act in concert with decisions taken by the board
- maintain complete confidentiality of all board issues, ensuring that all dialogue, written and spoken from board meetings remains strictly confidential.

Board Committees

As the chair, you would also take the lead in the establishment and management of board sub-committees as per below:

- the board, in accordance with your club constitution, may form advisory and other board committees to assist in carrying out its responsibilities
- the board will appoint the members of each committee, including each committee chair who will be responsible for governing the committee and may allow for external expertise where appropriate
- the board will establish charters setting out matters relevant to the composition, responsibilities and administration of the Committees and other matters that the board may consider appropriate; and
- a committee to which any powers have been delegated must exercise the powers delegated in accordance with the charter for that committee, as approved by the board from time to time
- committees must report back to the whole board who will make any decisions (committees cannot make decisions on behalf of the board).

The chair's core role, like that of all directors is strategic and you will be expected to:

- be an ambassador for the club at any occasion
- uphold the traditions and public reputation of your club
- conduct the business and affairs of the club in accordance with the club's constitution in the best interests of the club and all members
- not pander to the minority of members – strike a balance
- comply with the constitution and the law
- think independently but act in concert.

Staff Interactions*

All staff are answerable to the club management team. As chair, you should not:

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As a director, you will need to follow all Federal and State legislation and the dictates of your club constitution by ensuring that you and the board:

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- exercise your powers and discharge your duties in good faith in the best interests of the club and for a proper purpose
- do not improperly use your position or information that you obtain as a director to gain advantage for yourselves or someone else or cause detriment to the club
- disclose to other directors any material personal interest in a transaction
- adhere to your club's code of conduct.

Training & Development**

As per the constitution of *(club name)*, the chair must ensure that:

- directors attend the Mandatory Director Training (*Director Foundation and Management, Finance for Club Boards*) within 12 months of their election or appointment to the board
- directors are encouraged to attend Club Directors Institute (CDI) Professional Development Seminars or Days (if they are a member)
- directors are assisted to stay relevant and up to date with club industry knowledge.

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