



# **Role and Responsibilities of the Board**

**Block 5 Dover Crescent, #01-22  
Singapore 130005**

## **ROLE OF THE AWARE BOARD**

The Board is the policy-setting and governing body of AWARE. Board Members take on a serious responsibility when they agree to serve on the Board. Under the laws of the nation, they are subject to legal duties and can incur liabilities for failure to meet these obligations.

The Board must be clear about its responsibilities in order to delegate the right management roles to the Executive Director without abdicating its responsibilities. The Board must understand that good governance means ensuring the effectiveness, credibility and viability of the organisation it serves.

## **RESPONSIBILITIES**

The Board should:

1. Periodically review the organisation's mission and help steer the organisation to achieve its objectives.
2. Approve the strategies to achieve the objectives of the organisation.
3. Ensure there are adequate management, financial and other resources so that the programmes and services are effectively carried out.
4. Be ultimately responsible for ensuring compliance with legal and fiscal requirements and adherence to ethical integrity.
5. Maintain accountability to the organisation's stakeholders. These include members of the organisation, donors, and government agencies. The board should ensure that it is provided with timely and adequate information to enable it to make informed decisions.
6. The Board should plan for the development, succession and diversity of the Board.
7. The Board should select and support the Executive Director (ED) as well as periodically review the ED's performance. They should ensure that the ED and the staff are adequately equipped with appropriate skills to perform their jobs effectively.
8. To enhance Board effectiveness, the Board should periodically assess its performance and identify the areas for improvement.

## INDIVIDUAL BOARD MEMBER RESPONSIBILITY

The Board holds the ultimate responsibility for public trust. Its moral responsibility lies in safeguarding AWARE's mission and resources in such a way that it garners and maintains public confidence. In order to fulfil this responsibility, every board member must meet certain standards of conduct.

The Board answers to government agencies that monitor and regulate non-profits on behalf of the community for the following three duties:

1. **Duty of Care** - Board members must exercise due care in all dealings with the organisation and its interests. This includes carefully overseeing financial matters and reading of minutes, attention to issues that are of concern to the organisation and raising questions whenever there is something that seems unclear or questionable.
2. **Duty of Loyalty** - Conflicts of interest, including the appearance of conflicts, must be avoided. This includes personal and professional conflicts of interest or conflicts with other organisations with which a Board Member is connected. Board members are required to act in good faith and should not allow personal interest to override their individual board member responsibility.
3. **Duty of Obedience** - Obedience to the organisation's central purpose must guide all decisions. All decisions taken by the Board should allow for the organisation to move in the direction of achieving its mission and vision.

### Other responsibilities

1. **General expectations**
  - Be knowledgeable about the organisation's mission, purpose, goals, policies, programmes, services, strengths and needs.
  - Have an interest in the people that the organisation serves.
  - Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the organisation's progress.
  - Serve on Board Committees and undertake special tasks willingly and enthusiastically when asked.
  - Avoid prejudiced judgments on the basis of information received from individuals, and urge those with grievances to follow established policies and procedures through their supervisors.

- Keep up to date on developments in the organisation's field.
- Present a positive view of the organisation to the public.
- Try not to exercise individual authority over staff or parts of the organisation but be part of the entire Board that speaks with one voice in its dealings with the organisation and the public.

## **2. Meetings**

- Prepare for and participate in Board, Committee and other meetings.
- Review agenda and supporting materials prior to Board and Committee meetings.
- Ask timely and substantive questions while supporting the majority decision and develop a working knowledge of meeting procedures.
- Maintain confidentiality of Board business and matters of a delicate nature.
- Suggest agenda items periodically for Board and Committee meetings to ensure that significant policy-related matters are raised.
- **Quorum is established when at least half of the members are present.**

## **3. Board & Staff Relations**

- Counsel the ED as appropriate and offer support.
- Encourage friendly working relationships with other Board Members, staff and volunteers.
- Refrain from asking special favours of staff, without prior consultation with President or the ED.

## **4. Avoiding Conflicts**

- Serve the organisation as a whole, rather than special interest groups.
- Put place the good of the organisation above self-interest and act in good faith; act as a steward for the values and resources that belong to the community; and maintain high ethical standards.
- Avoid even the appearance of a conflict of interest, and disclose any possible conflicts to the President in a timely fashion.

- Never accept or offer favours or gifts from or to anyone who does business with the organisation.

#### **5. Fiduciary Responsibility**

- Exercise prudence in the control and transfer of funds.
- Faithfully read and understand the organisation's financial statements and otherwise help the Board fulfil its fiduciary responsibility.

#### **6. Fundraising**

- Make a contribution according to personal means.
- Assist the Fundraising committee and staff by implementing fundraising strategies through personal influence with corporations, individuals and foundations.

# ROLES OF THE OFFICE BEARERS

## PRESIDENT

1. Ensure the effective action of the board in governing and supporting the organisation, and oversee board affairs.
2. Work closely with the ED in achieving the organisation's mission and evaluate annually the performance of the organisation in achieving this mission.
3. Chair meetings of the board after developing agendas in concert with the ED and Secretary.
4. Ensure that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.
5. Appoint the chairs of board committees, in consultation with other board members, and seek suitable members for the committees. Serve *ex officio* on these committees and attend their meetings when invited.
6. Formally evaluate the performance of the ED and informally evaluate the effectiveness of the board members. Establish search and selection committee for hiring an ED when necessary.
7. Speak to the media and the community on behalf of the organisation when required.
8. Monitor financial planning and financial reports.

## VICE PRESIDENTS

1. Act as the President in her absence; and assist her on the above or other specified duties.
2. Work closely with the President to develop and implement ED and senior staff transition plans.
3. May be assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or staff.

## **SECRETARY**

1. Maintain records of the board and ensure effective management of organisation's records.
2. Develop agendas for board meetings in concert with the President and ED.
3. Manage minutes of board meetings, and ensure minutes are distributed to members shortly after each meeting.
4. Be sufficiently familiar with legal documents (constituencies, by-laws, etc.) to note applicability during meetings.

## **TREASURER and ASSISTANT TREASURER**

1. Manage the board's review of, and action related to, the board's financial responsibilities.
2. May work directly with the accounts executive or other staff in developing and implementing financial procedures and systems.
3. Ensure that appropriate financial reports are made available to the board. Regularly report to board on key financial events, trends, concerns, and assessment of fiscal health.
4. Ensure, through the Audit Board Committee, sound management and maximization of cash and investments.

## CONFLICT OF INTEREST

Conflict of interest arises whenever the personal or professional interests of a board member, staff or volunteer are potentially interfering with the performance of their official duties to the organisations in which they serve.

When actual, potential or perceived conflict of interest arises, the integrity, fairness and accountability of the organisation could be affected.

1. The conflict of interest policy and declaration form should be read and signed by the Board member upon election to the board as an acknowledgement of having understood the policy and of her obligation to fully disclose to the Board when a conflict of interest situation arises.
2. The Board member must disclose any general information about themselves that leads to actual or potential conflicts at the start of their term of office. As and when actual conflicts occur, the Board member should make a declaration of her interest for that specific instance either verbally or in writing and excuse herself from decision making in the matter.
3. Board members must lead by example and attitude and demonstrate personal integrity. As the Board holds the ultimate responsibility for public trust in AWARE, Board members should uphold and maintain a standard of conduct that will ensure public trust.
4. The Board, staff and volunteers serving AWARE will act in the best interest of AWARE and not in any vested or personal interest or interest of third parties.