

People With Disabilities ACT Inc
(PWD ACT)

Policy and Procedures Manual
Part 1 – Board Governance Responsibilities and
Board Operations

March 2008

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1 Board responsibilities and legal accountability

The Board is the body which is collectively responsible for the governance of the organisation. Governance comprises the structures and processes by which an organisation sets goals, monitors performance, maintains viability and ensures compliance with legal requirements and ethical standards.

The Board is elected by the membership, and is responsible for:

- ensuring that the organisation's objectives/mission are developed and sustained;
- setting goals, planning and monitoring the achievements of the organisation in relation to the objectives/mission;
- ensuring organisational resources are sufficient and well managed;
- ensuring an organisation meets its contractual, ethical and legal obligations;
- ensuring the ongoing viability of the organisation.¹

The Board is legally accountable for the operational and financial performance of the organisation and must also govern according to laws relating to:

- the registered organisation as a legal entity ie Associations Incorporation Act 1992;
- its Constitution;
- relevant Commonwealth, State or Territory laws, including;
- the Disability Services Act 1986, including the Disability Services Standards;
- the Disability Discrimination Act 1992 and any Standards developed under the Act; and those relating to:
 - taxation;
 - superannuation;
 - workers' compensation;
 - industrial relations;
 - occupational health and safety;
 - the environment; and
- the principles and practices adopted in the management and operation of PWD ACT.

The legal duties of Board Members of PWD ACT include fiduciary duties and duties of skill and care. This means that

- Board members must exercise their powers in the best interests of the organisation and act in good faith.
- Board members must exercise their powers and discharge their duties with reasonable skill and care, particularly in requesting and receiving information

¹ From the ACT Council of Social Service, on line Organisations Information Kit accessed 25/1/08.

and in the making and monitoring of decisions.

- A Board Member who acts recklessly by allowing the organisation to commit actions which are outside the objects stated in its constitution, or who ignored duties or restrictions placed on them by the constitution and the laws regulating to the governance of incorporated organisations (set out above) would be in breach of the duty of reasonable care and diligence

In order to fulfil their legal obligations, each Board member has both a right and a duty to understand their governance responsibilities and ensure that their knowledge of the organisation is sufficient to allow them to question information presented to them in both verbal and written reports and to make informed decisions.

1.1 Conflict of interest policy²

- All existing or potential conflicts of interest should be declared by the member concerned and documented.
- A Board member who believes another Board member has an undeclared conflict of interest should specify in writing the basis of this potential conflict.
- Members must declare any conflicts of interest either at the start of the Board meeting concerned or when a relevant issue arises. The nature of this conflict of interest should be entered into the meeting minutes.
- Where a conflict of interest or potential conflict of interest is identified and/or registered, the Board member concerned shall leave the room as soon as that item comes up for discussion. The concerned Board member shall not vote on that issue, nor initiate or take part in any Board discussion on that topic (either in the meeting or with other Board members before or after the Board meetings), unless expressly invited to do so by unanimous agreement of all other members present.
- If a person declares themselves to have existing or potential conflict of interest confidentiality will be respected.
- If a person alleges that another person has a conflict of interest, whether existing or potential, and if the Board cannot resolve this allegation to the satisfaction of both parties, an ethics sub-committee will be created and this matter will be referred to it. This sub-committee will make a recommendation to the Board as to what action should be taken.

² Adapted from the policy bank at www.ourcommunity.com.au accessed 31/1/08

2 Functions of the Board

The functions of the Board fall into six areas: strategic direction, resources, performance, compliance, risk, and accountability to members. Board tasks under each are briefly outlined.

2.1 Setting strategic and policy direction

The Board will:

- develop planning objectives and targets for the organisation taking account of the social, political and economic environment in which the organisation operates;
- provide a brief analysis of the prospects for the coming year as an adjunct to legal reporting requirements on events for the past financial year;
- develop a policy framework to guide the organisation in meeting its objectives.

Strategic planning procedure

Strategic planning will be conducted annually and a business plan will be submitted to the funding body. The strategic plan will be developed following consultation with members on the issues which are of most importance to them, and the business plan will reflect these issues and the requirements of PWD ACT funding agreements.

Policy making procedure

- The Board may establish a policy sub-committee in response to the request for a specific policy for PWD ACT.
- The President and Executive Officer (EO) will take part in this committee.
- The policy committee can develop the policy to a draft with the assistance of the EO, but cannot exercise authority over any staff of PWD ACT.
- Once the committee has agreed a final draft of the policy it will recommend this policy for approval at the next full Board meeting.
- Once approved by the Board, all new policies will be added to the policy and procedures manual, the original of which is kept in the office of PWD ACT with copies being available for each Board member.
- The policy and procedures manual will be reviewed and updated as required.

2.2 Ensuring resource availability and proper usage – financial, human, physical

The Board will ensure that resources are available to achieve the organisation's objectives and that available resources are appropriately employed.

Procedure

The Board will:

- receive regular financial reports from the Treasurer and ensure that the organisation is financially viable:
 - Financial management and monitoring procedures are described in more detail in Part 4 Chapter 1.

- ensure that staff of the organisation have the resources and competence necessary to fulfil their responsibilities;
- recruit, induct, train and develop the skills of Board members to ensure that the Board is capable of fulfilling its legal responsibilities;
- use the skills of Board members appropriately including on projects and sub-committees to progress the objectives of the organisation;
- ensure that members of the organisation are supported to participate in its processes.

2.3 Managing organisational performance

The Board will monitor performance against the organisation's objectives, targets and values on a regular basis and adjust strategies and processes as required.

Procedure

The Board will:

- formally delegate authority to the EO for the day to day operation of the organisation;
- receive accurate, up to date and adequate reporting from the EO on issues related to the day to day management and operation of the organisation;
- determine what action is required, if any, in response to the performance reports provided to it;
- ensure that the EO's responsibilities are being fulfilled effectively and efficiently.

2.4 Ensuring compliance

The Board will ensure that management and performance of the Board are in line with all legal, statutory, ethical and philosophical requirements.

Procedure

The Board will:

- read and be familiar with the funding agreement with Disability ACT (and any other funding agreement contracted by the organisation) and ensure that the Terms and Conditions of Grant are complied with, including those relating to financial reporting;
- present an accurate, up to date and adequate report incorporating audited accounts at the Annual General Meeting for acceptance, approval and endorsement by the membership
- ensure that all required reports are lodged with the relevant government authorities within the agreed timeframe.

2.5 Managing risk

The Board will oversee the safety and sustainability of the whole organisation by identifying risk and being able and prepared to react to information or other warning signals; and by ensuring that adequate risk management processes are in place and are monitored.

Procedure

The Board will:

- undertake an overall risk assessment and develop a risk management plan which documents the nature of the risk, its severity, its likelihood and the responses which the organisation has in place to minimise it.
- ensure the plan is comprehensive covering areas such as:
 - organisational performance;
 - reputation;
 - employment responsibilities;
 - financial responsibilities;
 - security over physical assets and information;
 - health and safety;
 - organisational sustainability.
- review the plan at least annually, or more often if required, as part of the business planning cycle.

2.6 Accountability to members

The Board will ensure that the organisation's directions and processes are aligned with the collective interests of members.

Procedure

The Board will:

- support the Executive in implementing a range of consultation methods in order to meet the objectives of the organisation and to monitor members' needs;
- ensure that the organisation's consultation and reporting processes are accessible to members and are conducted regularly;
- report regularly to members on organisational progress.

3 Board roles

3.1 All Board Members

Each PWD ACT Board member is important to the success of the board and brings individual experience and expertise to Board discussion, debate and decision making. The role of a Board member includes:

- supporting the work of the organisation and its objectives;
- providing practical support to each of the office bearers of the Board.
- participation and input on all matters concerning the organisation;
- attendance and participation at all Board meetings;
- contributing to the quality of the meetings by knowing and understanding the meetings procedures adopted by the Board;
- carrying out actions as delegated at meetings;
- participating in sub-committees.

3.2 Executive roles³

The Executive Sub-committee

The Executive of PWD ACT comprises the President, Vice-President, the Secretary and the Treasurer.

President

In addition to the general obligations of a Board member, the President has extra responsibility with respect to:

- overseeing the general performance of the Board
- ensuring information about the financial performance of the organisation flows to the Board
- establishing and maintaining systems for information flows to the board
- public representation of the Board as required.

The President is also required to:

- attend and chair Board meetings
- make recommendations to the Board about prudent management of board matters
- meet regularly with and supervise the work of the EO
- deal with disputes and conflicts referred to the President.

Vice-President

In addition to the general obligations of a Board member, the Vice-President provides close support to the President and acts as the President in the President's absence.

³ From the ACT Council of Social Service, on line Organisations Information Kit accessed 30/1/08

Secretary

In addition to the general obligations of a Board member, the Secretary also takes responsibility for certain administrative tasks such as

- convening meetings;
- dealing with correspondence (with the assistance of the EO);⁴
- preparing agendas for meeting (in consultation with the Chair);
- taking the Board meeting minutes and noting attendance;
- ensuring back-up information is available at meetings where the topics to be discussed require it;
- care of the common seal.

Many of these are the regular practical administrative duties that will be done by staff where the organisation employs paid members of staff. Note also that, in respect of incorporated associations, the position of Secretary is not expressly referred to in the Associations Incorporation Act. Hence, all members of the management committee may be liable for any action taken or breach of its responsibilities under the Act.

Treasurer

In addition to the general obligations of a Board member, the Treasurer has responsibility for providing financial transparency and accountability to the Board/committee, and ensuring that processes and reporting requirements are met openly and accountably. A Treasurer also provides an assurance of the ongoing financial viability of the organisation to the Board/committee.

The tasks of the Treasurer may include:

- ensuring that the finances of the organisation are managed appropriately;
- making recommendations to the board about income and expenditure, investments and debts;
- keeping records of all incoming and outgoing payments;
- reviewing the annual profit and loss, and balance sheets;
- ensuring that the annual audit process is undertaken in a timely fashion according to legislative requirements;
- providing regular financial statements to the management committee/board with a capacity to explain any details;
- drawing up the annual budget in consultation with staff and the other executive members;
- ensuring that sufficient funds are available at all times to support the organisation's liabilities.

While many of these tasks would be undertaken by staff in some organisations, the Treasurer is still responsible for ensuring that the necessary processes for reporting are in place and that sufficient funds are available. The Treasurer is also responsible for explaining any details in those reports that the committee/board might question.

⁴ More detailed procedures for dealing with correspondence are provided in Part 4, Chapter 7

3.3 Sub-committees

A committee can sometimes act more effectively than the full Board. However, unless explicitly empowered by the full Board, committees cannot make binding Board decisions. For the most part the function of committees is to solve problems for and/or make recommendations to the Board. As a general rule, the Board will only establish to do its own work. The following process will be followed.

- The Board has the authority to establish both standing committees, sub-committees and ad hoc committees.
- The Board will clearly define the terms of reference of each committee, including their membership, roles, procedures and functions, and the boundaries of their authority.
- Boards may from time to time co-opt non-Board members to serve on a committee in order to bring in additional skills, experience or networks.
- Committees cannot exercise authority over staff nor can they delegate tasks to any staff unless the EO has specifically agreed to such delegations.
- All ad hoc committees will be dissolved by Board resolution once they have completed their work and if requested, have provided a written report to the Board.
- All sub-committees will review their terms of reference annually, including their membership and the results of their work and will report to the Board.

3.4 Relationship between the Board and the Executive Officer (EO)

The EO is the sole 'official' connection between the Board and the operations of PWD ACT. The EO works under the supervision of the Board and within limitations prescribed by it. (See below). Only decisions of the Board acting as a whole are binding on the EO and these will be conveyed through the President. The EO is answerable first and foremost to the President, who, where needed, will report to the full Board.

Decisions or instructions of individual Board members, or committees are not binding on the EO in accordance with the employment contract between the EO and PWD ACT. In the case of the Board or committees requesting information or assistance without the full Board authorisation, the EO can refuse such requests. The EO must then consult with the President to resolve the matter.

Communication between the EO and the Board

The EO will communicate with the full Board through email and/or phone. When communicating with the Executive of PWD ACT, the EO will include all current members of the Executive in one email or several individual telephone calls. The Executive members communicating with the EO should send a copy of the discussion to all members of the Executive, unless this is of a private nature and not related to PWD ACT business.

EO limitations

With respect to the actual and ongoing financial condition and activities, the EO shall not cause or allow the development of financial harm or material deviation of actual expenditures. Accordingly, the EO shall not:

- cause PWD ACT to incur unauthorised indebtedness;

- use PWD ACT funds, or enter into contracts or accept other liabilities other than for the furtherance of its purposes and priorities as approved by the Board;
- allow invoices from suppliers of goods and services to PWD ACT to remain unpaid beyond trade credit terms agreed on with suppliers;
- allow any one person alone to have complete authority over any of PWD ACT financial transactions;
- allow cheques to proceed without two signatures;
- where a singular purchase exceeds \$20 fail to seek approval from the President or Treasurer before making the purchase;
- acquire, encumber or dispose of real property;
- fail to take all reasonable steps to secure monies owed to PWD ACT.

4 Board eligibility, access and induction

4.1 Board eligibility policy

Board Members

- must be full members of the organisation
- should have good written and verbal communication skills or have the ability to communicate with assistance;
- should embrace the social model of disability and a rights based approach to advocacy;
- should have an understanding, at least in principle, of the relevant international conventions and Australian discrimination legislation;
- must be willing to learn and to work as a team with the whole Board and with the staff of PWD ACT;
- must be familiar with, or willing to learn about the issues affecting people with disabilities across Australia;
- must be willing to undertake a police character check.

4.2 Board access policy

PWD ACT is committed to encouraging the full participation of all people with disabilities and, within the limits of its resources, will provide proactive support to address access issues affecting any eligible member who wishes to put themselves forward as a candidate for the Board. This can include reimbursing the costs of wheelchair accessible taxi travel for Board members who are carrying out PWD ACT business, where this is agreed in advance.

Procedure

Reimbursement needs to be approved in advance by the President Treasurer or the EO. A receipt of payment as well as bank details need to be presented to the EO for reimbursement of taxi fare.

4.3 Board induction policy

Prior to attending their first Board meeting all new Board members will be given a thorough induction covering

- the roles and responsibilities of Board members;
- PWD ACT's organisational priorities and the environment in which it operates
- relevant governance issues including financial reports.

Procedure

New members will receive:

- a document outlining the roles and responsibilities of PWD ACT Board members
- a copy of the Constitution of PWD ACT and recent annual reports together with previous Board minutes, current financial reports and other relevant information;
- a copy of the most up to date Policy and Procedure Manual.

New Board members will meet with:

- the President for governance familiarisation. This could take place via a telephone meeting or with any delegated Board member.
- the EO for operational familiarisation.

5 Board meeting roles and procedures

5.1 Board meeting duties of the President

The President usually chairs Board meetings, but this task can be delegated by the President to another Board member where necessary. The President's specific powers are:

- to rule on points of procedure;
- to put questions to the vote;
- to accept or reject proxies or representation;
- to rule on voting;
- to remove disorderly persons;
- to adjourn meetings; and to ensure that:
 - meetings are properly convened in accordance with the rules of the organisation, proper notice of meeting is given and a quorum is present at each meeting;
 - an agenda is prepared setting out items of business to be considered and is circulated prior to each meeting,;
 - all statutory regulations and the organisation's rules, policies and procedures are observed;
 - adequate opportunity is given to Board members who wish to speak;
 - control of the meeting is maintained;
 - he or she acts impartially and that discretionary powers are used in the best interests of the Board.

The President may not carry out all these duties personally, but has the authority and responsibility to see that they are done.

5.2 Board meeting duties of the Secretary

The Secretary will

- ensure the agenda is prepared with the chairperson and circulated to Board members prior to the meeting, setting out items of business to be considered;
- ensure that the minutes are a clear concise, correct and legible record of all decisions considered and actions agreed upon; where motions are moved, the motion, mover and seconded should be recorded together with the result of the vote, whether passed or lost; if requested by any Board member, the numbers voting for and against - or abstaining from the vote - should also be recorded;
- distribute copies of minutes to all Board members, including non-voting members, before the following meeting, highlighting actions required from any person as a reminder to them;
- keep a record of attendance at Board meetings and apologies given for non attendance at meetings.

5.3 Board meeting duties of the Treasurer:

The Treasurer will:

- ensure that monies received by the organisation are recorded, receipted and banked;

- ensure that monies paid out by the organisation are recorded, and presented to the Board for their information;
- present an accurate and up to date monthly statement of the financial position of the organisation with year to date figures, comparison with budget estimates for current year and actual figures for previous years;
- move adoption of the financial statement by the meeting;
- be prepared to supply detailed information and give advice on all financial aspects of the organisation;
- be prepared to submit the books for audit as directed by the Board;
- manage or oversee the management of investments on behalf of the organisation as directed by the Board; and
- maintain or oversee the maintenance of the organisation's financial records and documentation and report to the Board on all financial negotiations on behalf of the organisation.

5.4 Board meeting duties of the EO

The EO will:

- retain an official Board minute book or file where each set of minutes is kept, complete with all attachments and without error or addendum (unless it is initialled) and signed by the President (or chairperson of the meeting) and Secretary after confirmation at the next meeting;
- have at each meeting copies of the memorandum and articles of association, constitution, by-laws, standing orders and the official minutes book;
- keep an up to date list of Board representatives and sub-committee members;
- keep abreast of correspondence and retain a Board filing system;
- reply to or process Board correspondence in accordance with Board decisions;
- carry out all Board decisions which are not delegated to other office-bearers or Board members.

5.5 Agenda planning and preparation for Board meetings

The Secretary is responsible for preparing a draft agenda. The EO will call for agenda items one week prior to a Board meeting by the EO. Any member can place an item on the agenda for any meeting. Late items of business may be added to the agenda at the meeting, if they are urgent. The draft agenda will be sent to the President for approval before it is sent to all the Board members.

The minutes of the previous meeting will be sent to Board member either with the agenda or prior to it. A list of actions agreed from the last meeting and a commentary on progress will also be provided with the minutes. Board members are expected to be familiar with this material before the Board meeting.

5.6 Agenda format

The agenda will follow a standard format:

1. Attendance and apologies

2. Key strategic priorities for the meeting
3. Confirmation of previous minutes
4. Review of list of actions
5. Financial report
6. Adoption of recommendations from agenda papers which do not require debate
7. Discussion of agenda papers which require debate
8. Late business
9. Meeting close
10. Meeting evaluation.

5.7 Conduct of Board meetings

The President or his/her delegate will chair the meeting and undertake the responsibilities outlined in 5.2. Issues to be discussed under each item will be prioritised to ensure that the most important issues are discussed first. Items will be referred to the action list and responsibilities allocated throughout the meeting. Each meeting will be evaluated.

A suggested process to support the agenda follows.

1. Attendance and apologies
2. Key strategic priorities for the meeting
 - The President will recommend the three or so key priorities for discussion at the meeting, based on organisational priorities and the agenda papers. The President also recommends tentative time allocations to each of the items.
3. Confirmation of the previous minutes
 - The minutes have already been circulated with the agenda papers. The acceptance of the minutes is then debated.
4. Review of list of actions from the previous meeting
 - An action sheet of matters arising from the last meeting together with a commentary on action taken, is circulated with the agenda papers. These matters are not discussed unless there is a specific requirement to do so.
5. Financial report
 - The financial statements are circulated with the agenda papers. The treasurer makes an oral explanation of the statements, highlighting relevant trends or any issues of concern.
6. Adoption of recommendations from agenda papers which do not require debate.
 - The President asks the meeting which papers require discussion. Not all papers might require discussion, as the recommendations made are not controversial. However and Director can ask that a paper be discussed.
 - All other agenda papers are adopted by means of a “consent agenda” ie a motion that “The papers on A, B, and C be received and the recommendations therein be endorsed.” The minutes will record all such recommendations in full.
7. Discussion of agenda papers which require debate
 - Papers requiring discussion, not already considered under the key strategic priorities for the meeting, are then debated in the order set out in the list of papers. All agenda

items should be supported by papers.

8. Late business

- Only urgent items can be dealt with as late business.

9. Meeting close

- Brief confirmation of actions and responsibilities agreed. The meeting is closed only after the business at hand has been properly conducted. Items may be referred for out of session work by subcommittees or deferred to the next meeting

10. Meeting evaluation

- Board members may complete a short evaluation and quickly indicate their scores. The chairperson may make adjustment to process at the next meeting based on this feedback

5.8 Meeting minutes

The Secretary will take written minutes of each meeting. These are the formal record of the Board decisions. An action list which allocates tasks to people will also be developed so that each person has a clear idea of what is expected of them.

The following process is observed:

- The secretary takes written minutes of each meeting. These formally record Board decisions and it is also useful to include an action and responsibilities list
- Draft minutes are prepared by the Secretary, as soon as possible after the meeting.
- Draft minutes are sent to the President for checking/editing.
- After approval of the President, minutes are sent to all Board Members involved in the meeting. These are approved at the following meeting and should be sent to Board members at least one week prior to it.

The minutes may also be audio taped if required, or taken manually and distributed by electronic media following the full transcribing and approval by the President.

5.9 Meeting attendance policy

Board Members of PWD ACT are required to participate in all Board meetings, whether face to face or by teleconference. Attendance records will be provided to the auditor and attendance will be included in the Annual Report.

Procedure

Full Board

A list of meetings for the year will be drawn up by the EO in conjunction with the Board's decision on meeting dates each year and will be distributed to the ACT Board. Those who are unable to attend the meeting are responsible for notifying the EO of their absence (before the meeting) and ensuring that their apologies are recorded on the minutes.

Executive Meetings

In the case of Executive meetings, the above rules also apply.

Sub committee Meetings

In the case of a sub-committee formed by PWD ACT members to work on specific issues, the Convenor is responsible for informing the EO of the intention to hold a meeting and for

setting the agenda in conjunction with the EO. All other rules set out in this policy will apply.

5.10 Board absenteeism

A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance at board meetings, held either by teleconference or face to face:

- The member has two un-notified absences in a row (“un-notified” means that the member did not notify the EO of his or her intended absence OR take reasonable steps to notify a member of the Executive of his or her absence).
- The member has three notified absences in a row, unless through medical or other explained reasons.
- The member misses one third of the total number of board meetings in a twelve-month period.

Procedure

Where a board-attendance problem exists regarding a member:

- the President will be notified by the EO of the absence with a copy to the member.
- the President will contact the member concerned by mail (or email), with the view to discussing the absence and to determine if there is a justifiable reason.
- the member’s response will be shared by the President with the Executive at the next Executive meeting. At that meeting, the Executive will decide what actions to take regarding the Board member’s future membership on the Board. This will then be presented to the full Board as a recommendation.

If the full Board decides to terminate the Board member’s membership in accordance with the Constitution:

- termination will be in writing to the person concerned or in the case of no known contact address, to the person who has nominated this board member in the first instance;
- the Board will also initiate a process to begin recruiting a new board member using the method adopted for nominating and electing new Board Members.

6 Board performance appraisal

This policy covers overall performance as the governing body of the organisation, effectiveness of Board meetings and the performance of individual Board members.

6.1 Overall board performance

Procedure

The Board will review its performance annually against agreed criteria such as the extent to which:

- PWD ACT goals were met;
- financial targets were met;
- legal compliance was achieved;
- risk was managed;
- members were satisfied with PWD ACT performance;
- stakeholder relationships and the reputation of PWD ACT was enhanced;
- the Board was satisfied with its own performance and was able to act in a collegiate way;
- the Board was confident that it had the skills needed to undertake its tasks.

Strategies and actions in response to this evaluation may be included in the next planning process for the whole organisation.

In addition to the annual overall review, a short evaluation on the effectiveness of the Board meeting will be conducted at the end of each board meeting, and where useful consolidated information from these can be included in the annual review.

6.2 Board member performance

To assist Board members to meet PWD ACT's and their own objectives a performance review will be conducted each year. The purpose of the review is to

- encourage the ongoing development of each Board member
- explore how PWD ACT can better support and assist Board members to achieve their objectives
- provide an opportunity for the individual to discuss issues confidentially with the President and to develop strategies to address any matters which need to be addressed.

All Board members will have a performance review and they will be conducted in-house.

Procedure

- Each Board member will conduct a self-appraisal which relates directly to their roles and responsibilities as Board members. They will then discuss their self appraisal with the President and identify any areas where they believe they need development.
- A record of the appraisal together with an action plan will be agreed, signed by all parties involved, and kept by the President and the person concerned.

- All records and information will kept strictly confidential between the President and the party concerned. Documentation will not be kept by the PWD ACT office; and The EO will not be involved in any performance appraisals of Board members.
- In the case of the performance appraisal of the President of PWD ACT, a small sub committee consisting of self-nominated Board Members (maximum 2) will be formed for this purpose. The same rules and procedures as for other Board members will apply.