



## **BOARD MEMBER POSITION STATEMENTS**

### **1. Purpose**

This policy has been developed to ensure that members and office-bearers of the Australian Fertiliser Services Association Ltd (AFSA) Board know their respective duties and obligations

### **2. Scope**

This policy relates to all Board members (Directors) of the AFSA, who shall be referred to as “directors” throughout this policy

### **3. Policy**

Directors and Office-bearers of the Board shall have the duties and obligations set out in

- Schedule 1 for Board Chair
- Schedule 2 for Deputy Board Chair
- Schedule 3 for Company Secretary
- Schedule 4 for Executive Officer
- Schedule 5 for Board Member/Director

### **4. Responsibilities**

The Executive Officer/Governance Committee shall be responsible for

- including this policy in the induction package provided to new Board members/directors.
- ensuring that a copy of this policy is available for reference in Board meetings.

The Board Chair shall be responsible for

- making a ruling on any point in dispute in this policy.

### **5. Related Documents**

- Constitution
- AFSA Corporate Governance Policy
- Board Charter
- Charter of Sub-Committees of the Board
- Code of Conduct and business ethics for directors and officers

### **6. Verification / Authorisation / Approved By**

This policy was ratified by the Australian Fertiliser Services Association Board on June 2018 and is due for review in June 2020

## SCHEDULE 1

### Position Statement: Board Chair

| The Board Chair has the following duties and obligations to AFSA   |   |
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| <b>Governance</b>  | Provide leadership to the AFSA Board and Association  |
|  | Ensure [in partnership with the Board] that the AFSA's objectives, goals and mission are being followed   |
|  | Provide guidance to directors on what is expected of them   |
|  | Work with the EO to ensure [in partnership with the Board] that the AFSA <ul style="list-style-type: none"> <li>• develops in the appropriate direction</li> <li>• operates in an ethically, environmentally, and socially responsible fashion</li> </ul> |
| <b>Planning</b>  | Oversee [in partnership with the Board] the regular review and development of the Strategic Plan  |
| <b>Meetings</b>  | Set the Board's agenda and in consultation with the Company Secretary and the Executive Officer ensure Board meeting agendas are prepared and distributed in a timely manner  |
|  | Chair meetings of the Board, annual and special meetings of members and other important meetings  |
|  | Rule on issues of meeting procedure not covered by the constitution, company policy or procedure.   |
|  | Report to the AFSA members at the AGM on the performance of the Board   |
| <b>Administrative &amp; Management</b>                             | Serve on Board committees as required, liaise with Board committee chairs, report to the Board where appropriate  |
|  | Personally carry out administrative duties as assigned  |
|  | Lead the performance evaluation process for the Company Secretary, the Executive Officer, the Board and directors   |
|  | Establish and maintain constructive and respectful relationships between directors, between the Board and the Company Secretary, the Executive officer and others engaged in the provision of services to the Company.                                    |
|  | Ensure the efficient organisation and functioning of the Board, including the functioning of the Committees of the Board  |
|  | Oversee the management of the recruitment, induction, and training of Board members in partnership with the Governance Committee  |
|  | Represent the Board and the Association in the community and in meetings with industry, government and with other stakeholders  |
|  | Chair meetings in a way that encourages effective contribution of all directors   |
|  | Manage [in partnership with the Board] the succession of the position of Chair and Deputy Chair   |
| <b>Promotion</b>   | Promote the AFSA in the community as opportunities arise  |
| <b>Legal</b>   | With the Company Secretary, ensure that all legal requirements are met  |
| <b>Finance</b>   | With the Company Secretary, ensure that the AFSA's financial control procedures are adequate and that risk management strategies are in place   |
| <b>Other duties</b>  | As for Board members (below)  |
| <b>Carry out any functions delegated to the Chair by the Board</b> | Direct and oversee the work of the Executive Officer and Company Secretary  |
|  | Manage the relationship with the Executive Officer of Fertilizer Australia and that body's delivery of contractual services   |
|  | Act as spokesman for the Board as delegated and authorise directors to make any public statement about Board or Association Business  |
|  | Authorise reasonable expenditure on Board or Association business, including the expenses of directors  |
|  | Authorise the expenses of the Company Secretary, Executive Officer or other employees or contractors  |
|  | Fertcare Management Committee & Fertiliser Australia representation   |

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| <b>Australian Fertiliser Services Association</b><br><b>Policy Name: Board Member Position Statements</b><br><b>Policy Number 17</b> | Status: Adopted<br><br>Adopted: June 2018<br>Reviewed:<br>Due for Review: June 2020<br>Page 2 of 6 |
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## SCHEDULE 2

### Position Statement: Deputy Board Chair

| The Deputy Board Chair has the following duties and obligations to AFSA |  |
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| <b>Governance</b>   | Provide leadership to the AFSA Board in partnership with the Board Chair   |
|   | The Deputy Chair is deputised for the Chair whenever the Chair is unable to perform all or any of the Chair's functions  |
|   | Work with the Chair to ensure [in partnership with the Board] that the AFSA <ul style="list-style-type: none"> <li>• develops in the appropriate direction</li> <li>• operates in an ethically, environmentally, and socially responsible fashion</li> </ul> |
| <b>Planning</b>   | Oversee [in partnership with the Chair] the regular review and development of the Strategic Plan   |
| <b>Meetings</b>   | If Chair is unavailable, assist EO and Company Secretary to prepare the agenda in advance of the meeting   |
|   | Act as Chair for board meetings and Special general meetings if Chair is unavailable   |
| <b>Administrative &amp; Management</b>                                  | Assist the chair to manage the recruitment, induction, and training of Board members [in partnership with the Board] and Governance Committee  |
|   | Assist the chair in the management of the assessment, review and renewal of the Board  |
|   | Assist with the management [in partnership with the Board] of the succession of the position of Chair and Deputy Chair   |
| <b>Other duties</b>   | As for Board members (attached)  |

## SCHEDULE 3

### Position Statement: Company Secretary

| The Company Secretary has the following duties and obligations to AFSA |   |
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| <b>Governance</b>  | Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of the AFSA  |
|  | Undertake responsibilities as set out in the the Board Charter for the Company Secretary  |
|  | Act as the Public Officer of the Company  |
|  | Providing support and advice regarding Company matters to individual directors, Board Committees and the Board in general   |
|  | Ensuring a good flow of information between the Board, Board Committees and key employees   |
| <b>Finance</b>   | Maintaining the books and records of the Company, including the financial records, ensuring that they are available for inspection as required  |
|  | Collect and receive all money due to the AFSA and ensure payments of accounts as authorised by the AFSA   |
|  | Manage the AFSA's investment strategy and report outcomes to the Board  |
|  | Preparation of the Budget for the coming year and review of income and expenditure against the budget on a continuous basis   |
| <b>Legal</b>   | Ensure AFSA is meeting statutory reporting requirements in accordance with relevant legislation   |
|  | Ensuring compliance systems are maintained and the Company and Board adhere to these systems  |
|  | Except as otherwise provided by the Constitution, keeping in custody or under control all records, books and other documents relating to the Company  |
| <b>Other duties</b>  | As for Board members (attached)   |
| <b>Meetings</b>  | Recording and reporting the proceedings of the Board, including the preparation and dispatch of Board notices of meeting, agendas and briefing papers, accurate recording of Board proceedings and finalizing the minutes of Board and Board Committee meetings |
|  | Arranging meetings of the Board, Committees of the Board and of members as requested and as provided for in the Constitution  |
|  | Having the minutes of proceedings signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting   |
|  | Ensuring resolutions of the Board and Board Committees are sound  |
|  | Report to the Board at each meeting on the financial situation of the AFSA and on variances from the approved budget  |
|  | Report to the Annual General Meeting on the financial situation of the AFSA   |
| <b>Administrative &amp; Management</b>                                 | Serve on Board and State committees as required   |
|  | Ensuring that applications for membership are processed in accordance with the Constitution and other policies  |
|  | Maintaining a register of members and nominated voting persons, making that register available for inspection as required   |
|  | Undertaking specific related tasks as requested by the Chair of the Board or Committee Chairs   |
|  | Receive and act on correspondence, written and electronic   |
|  | Receive nominations for positions on the AFSA Board   |

**SCHEDULE 4**

**Position Statement: EXECUTIVE OFFICER**

| The Executive Officer has the following duties and obligations to AFSA |  |
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| <b>Governance</b>  | Ensure the preparation and adoption of appropriate Board policies  |
|  | Ensure implementation of key projects identified through the Strategic Plan  |
|  | Work with the Chair to ensure [in partnership with the Board] that the AFSA <ul style="list-style-type: none"> <li>• develops in the appropriate direction</li> <li>• operates in an ethically, environmentally, and socially responsible fashion</li> </ul> |
| <b>Planning</b>  | Oversee [in partnership with the Board] the production and implementation of a Marketing and Business Plan for the AFSA  |
|  | Oversee [in partnership with the Board] the regular review and development of the Marketing and Business Plan  |
| <b>Administrative &amp; Management</b>                                 | Serve on Board committees as required  |
|  | Liase with State Committees to support their activities  |
|  | Oversee and manage the communication activities for AFSA members and industry, including member updates and Fertiliser News  |
| <b>Media</b>   | Make comments to the media only as provided in the AFSA's Disclosure Policy  |
| <b>Promotion</b>   | Promote the AFSA in the community as opportunities arise   |
| <b>Negotiation</b>   | Serve [as nominated by the Board] with other organisations as negotiated   |
|  | Work with other organisations for the benefit of AFSA and its members; report outcomes to the Board  |
| <b>Other duties</b>  | As for Board members (attached)  |
| <b>Meetings</b>  | With the Chair and the Company Secretary, prepare the agenda in advance of each Board meeting  |

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**SCHEDULE 5**

**Position Statement: Board Member/Director**

| The Ordinary Board Member has the following duties and obligations to AFSA |   |
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| <b>General</b>   | Directors have an individual responsibility to ensure that the Board is undertaking its responsibilities as set out under the responsibilities of the Board Charter   |
|  | On being elected to the Board, undertake induction and training procedures as provided by the Board   |
|  | Ensure that you have a degree of financial literacy necessary to conduct the business of the AFSA   |
|  | Declare any skills that will be of assistance to the AFSA Board   |
| <b>Governance</b>  | Consider, debate, and vote on issues before the Board on the basis of the best interests of the AFSA only   |
|  | Comply with the rules, policies, and standing orders of the AFSA  |
| <b>Planning</b>  | Review and approve the AFSA's Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, etc)   |
| <b>Meetings</b>  | Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence  |
|  | Where Board papers are circulated in advance of the Board meeting, read papers and consider issues before the meeting   |
|  | Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate  |
|  | Attend State Committee meetings where possible to ensure Board representation   |
| <b>Administrative &amp; Management</b>                                     | On AFSA matters, approach employees of the AFSA (paid or unpaid) only through the Chair   |
|  | Serve on Board committees as required   |
|  | Review and approve the AFSA's systems for financial control and risk management   |
| <b>Media</b>   | Make comments to the media only as provided in the AFSA's Disclosure Policy   |
| <b>Promotion</b>   | Promote the AFSA in the community as opportunities arise  |
| <b>Fundraising</b>   | Participate enthusiastically in any fundraising approved by the Board   |
| <b>Legal</b>   | Avoid making any improper use of any information acquired by virtue of their position in the AFSA so as to gain any material advantage for themselves, or for any other person, or to the detriment of the AFSA                               |
|  | If they have any non-material personal conflict of interest in any matter before the Board, or believe that the perception of such a conflict might arise, inform the Board immediately and follow the Board's rulings as to proper procedure |
|  | At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus  |

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