

## **DRAFT 2015 for presentation to November Board meeting?**

### **CATHOLIC HEALTH CARE ASSOCIATION**

#### **ROLES AND RESPONSIBILITIES OF BOARD MEMBERS**

Boards are set up by organisations for two main purposes:

- **To protect the public interest**  
Non-Profit organisations get special tax treatment. They work with money and non-financial donations that have come from the public (companies, foreign donors, members' fees etc). Therefore it is the board's responsibility to look after the public's interests by making sure that the organisation acts responsibly with all assets.
- **To be sure the organisation successfully does what it set out to do**  
A board member has responsibilities that he/she has to perform; these are the formal duties. Then there are informal duties, to help the organisation and its staff members to reach the mission.

If a governing body does not take full responsibility and does not ensure that it manages and monitors the work of the organisation then the organisation will flounder and fail in carrying out its mission.

#### **TEN IMPORTANT DUTIES AND RESPONSIBILITIES OF THE BOARD:**

- 1 Determines CATHCA's Mission and Purpose**  
CATHCA's Vision and Mission statements clearly set out the purpose for its existence. Together with its goals, objectives and policies they describe the needs or problems being met, and the communities with whom they work. These documents need to be evaluated on a regular basis.
- 2 Selects and Appoints the Executive**  
To carry out the mission and purposes of CATHCA, the Board must select the right kind of people to head up the organisation, the Director and senior staff. This should include the preparation of job descriptions for these positions. The Director, and maybe some of the other staff will sit on the Board, but have non-voting positions.
- 3 Supports the Director and Reviews his/her Performance**  
The Director of the organisation reports to the Board. She/he is expected to make regular reports on progress in implementing the plans. The Director needs the moral and concrete support of the Board and also their guidance in managing the organisation. The Board also needs to review the performance of the Director and assess her/his review of the rest of the staff. The objective of this review is to help the managers perform more effectively.

#### **4 Ensures Effective Organisational Planning**

The Board oversees the planning and approves the plans prepared by the staff. Long-range or strategic organisational plans need to include the following:

- Assumptions about the future
- Current programmes and services
- New programmes and services
- Membership development
- Staffing (current and future)
- Financial projections
- Fundraising strategies
- Public relations.

#### **5 Ensures Adequate Resources**

An organisation is only as effective as it has resources to meet its purposes. The Board has a duty to oversee both the financial and human resources of the organisation. The Board ensures that adequate budgeting is done in advance and that financial and human resource capacity exists to carry out the organisation's programmes, in line with the budget plan. Board members are also expected to assist with fundraising for the organisation, providing contacts in areas of the market with funding potential.

The Board is to receive regular and adequate reports in order to monitor the progress of the programmes at its meetings. These reports ought to cover financial resources and how they are being applied. They also need to deal with human resources and staffing, as well as disciplinary or grievance issues as they arise.

The Board ensures that annual audits are carried out by an independent certified accountant, and reviews the audit thoroughly when it is submitted. If the auditors in their report to the Board point out any problems, the Board needs to take corrective actions and direct management to resolve the problems in a timely fashion.

#### **6 Manages CATHCA's Resources Effectively**

For most organisations, particularly those registered as NGOs "not for gain", financial responsibility rests with the Board. They are responsible for the assets and funds, and to make sure they are managed properly. The Board needs to develop and approve the annual budget, and follow the financial reports monthly. The Board may appoint a finance sub-committee to pay close attention to this important aspect. The Board carries fiduciary responsibilities by law.

#### **7 Determines and Monitors CATHCA's Programmes and Services**

The Board's role is to question whether CATHCA's current programme and services match its stated mission and purposes. It ensures that an adequate balance is kept between the quality of the work, the quantity of the work, and its cost-effectiveness.

#### **8 Enhances CATHCA's Public Image**

The Board serves as a link between CATHCA's staff or volunteers, and the clients, members, community it serves, the donors who provide funding and other organisations working in the health field as well as society at large. Usually the Director or the Chairperson are the main public spokespersons for the organisation. Board members have contacts with many areas of influence: in commerce, the media, the government. They should guard against giving personal opinions in the name of the organisation.

## 9 Serves as a Court of Appeal

The mark of an effective organisation is one whose Board does not get involved in the day-to-day running of the operation, and does not become involved in the inter-personal relationships of staff, or the controls of the CEO/Director. From time to time a staff member might question the judgment of the Director. The Board will need to be consulted by the Director in these disputes. The Board also needs to know when to refer disputes for resolution outside of the organisation through private mediation or arbitration or through the courts.

## 10 Measures its own Performance

For the Board to be effective, it needs to evaluate its own progress and performance on a regular basis. This can be done at a workshop.

Assessments can include the performance of each Board member as well as the performance of the Board as a whole.

Decisions made by the Board need to be assessed against the yardsticks of both the quality and quantity as well as the nature of the decision, whether it was of a policy, management or financial nature.

Personal evaluations could include ratings against each of the following criteria:

- knowledge of the organisation;
- commitment to the organisation;
- influence in the client or donor community;
- ability to give;
- willingness to work.

## B INDIVIDUAL RESPONSIBILITIES OF CATHCA BOARD MEMBERS

The individuals who are members of the Board have different but complementary responsibilities to those of the Board itself. Whilst they are expected to make decisions in the context of the Board as a whole and not on their own, these individual Board members are expected to set an example for the organisation by their high standards of personal conduct. The following are some examples which might be included

### 1 General expectations

- 1.1 Be familiar with the mission, purpose, goals, programmes, services, strengths and needs of the organisation.
- 1.2 Be able to suggest the names of other leaders as possible nominees to the Board as and when appropriate.
- 1.3 Be willing to serve in leadership positions or undertake special tasks for the Board.
- 1.4 Follow and urge staff to follow established policies and procedures with regard to problems and grievances within the organisation.
- 1.5 Keep informed of trends in areas of interest to the organisation. *Perhaps this could be more specific ... on health issues...?*
- 1.6 Publicly support the majority decisions of the Board.

### 2 Meetings

- 2.1 Read and understand reports provided and participate actively in Board meetings.

- 2.2 Ask timely and substantive questions at Board meetings, consistent with their beliefs and experience.
- 2.3 Maintain confidentiality of Board discussions.
- 2.4 Speak for the Board or organisation only when authorised to do so by the Board.
- 2.5 Raise policy issues of concern for discussion at the Board.

### **3 Relationship with Staff**

- 3.1 Provide advice at Board meetings to staff regarding difficult relationships with individuals or groups.
- 3.2 Do not ask for special treatment from the staff, e.g. requests for extensive information, without appropriate permission from the Board.

### **4 Avoid Conflicts of Interest**

- 4.1 Serve the organisation as a whole, rather than any special interest group or constituency.
- 4.2 Avoid even the appearance of a conflict of interest that might embarrass the Board or organisation, and disclose any possible interests to the Board in a timely fashion.
- 4.3 Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictates.
- 4.4 Never accept or offer favours or gifts from/to anyone who does business with the organisation.

### **5 Fiduciary Responsibility**

- 5.1 Exercise prudence with the Board in the control, use, and transfer of funds.
- 5.2 Read carefully and understand the organisation's financial statements and assist the Board in its oversight of the organisation's financial affairs.

### **6 Fundraising**

- 6.1 Advise the staff of possible sources of funding.
- 6.2 Assist the Board and staff in developing and implementing a fundraising strategy.
- 6.3 Assist by making contact with potential funders, and where possible, utilising personal influence with them.

## **C SPECIFIC ROLES AND RESPONSIBILITY OF CATHCA BOARD OFFICE BEARERS**

Depending on the constitutional provisions, a governing board may elect, from amongst its members, officers to guide its work. These should include a chairperson, a vice-chairperson, a secretary and a treasurer. Each of these officers has specific roles and responsibilities to perform. Each should be elected for a fixed term of office.

### **1 The Chairperson**

- Be the symbol of the Board
- Build participation of the Board
- Acquire and communicate information to the Board
- Lead the evaluation of performance of the Board

- Delegate responsibility for specific tasks
- Be the spokesperson for the Board
- Preside over Board meetings
- Act as principle supervisory contact for executive director
- Motivate other Board members
- Hold other Board members accountable.

## **2 The Vice-Chairperson**

- Take over the functions of the Chairperson in the event of his/her absence, incapacity or death.
- May be assigned other specific functions by the Chairperson.

## **3 The Secretary**

- Takes minutes of Board meetings or ensures the task is performed by someone else.
- Maintains records of the Board.

## **4 The Treasurer**

- Serves as custodian of the organisation's finances.
- Disburses funds, in conjunction with other officers, only as authorised by the Board or other authority identified by the Constitution.
- Oversees personnel who perform accounting functions
- Analyses regular financial reports prepared by staff.
- Monitors compliance with legal requirements with regard to finances.
- Reports to the Board on financial matters.

Adapted from Gov Bd and a 2008 CATHCA document on the same subject  
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