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# Governance

## Preamble

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Governance refers to the rules, processes and behaviour that affect the way in which powers are exercised in an organisation, particularly in relation to openness, transparency, participation, accountability, effectiveness and coherence. This also usually includes the roles and responsibilities of elected representatives (the Board) and the nature of the relationship between the Board and operational staff.

There is no single, universal form of governance that will work for all organisations. Governance relies somewhat on the individuals working within the system and, as such, tends to be culturally determined. In this sense, it is also a living process and can be quite difficult to fully document. For example, no matter how clearly delineated the roles and responsibilities of the Chairperson are in a governance document such as this, each Chairperson will bring their own particular style, skill set and interpretation to the role.

There are 5 classic models that broadly encapsulate the kinds of governance structures that most not-for-profit organisations tend to fall into: the Advisory, the Patron, the Co-operative, the Management Team and the Policy Board. Throughout AMT's history, the Association has cycled through virtually all of these models. The resources of an organisation are a fairly strong determinant of the kind of governance structure that will actually work - sometimes necessity is the mother of governance!

Over the last few years, our governance model has been in a state of transition, from what was closely akin to the 'Management Team' to a model that lies somewhere between the Co-operative and Policy Board models. This process has basically mirrored our transition from largely volunteer activity through to the employment of paid staff. In this sense, our current governance structure could be considered to be an interim one since we are still in that process of transition.

However, no matter which governance structure we move towards in the next phase of the organisation, we have committed to certain principles over the last few years that we are striving to embed in the fabric of the Association's governance culture.

## AMT Governance

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The AMT Board is committed to an open and transparent governance model, where maximum member engagement and participation is encouraged in the management of the Association.

This participatory style of management is facilitated by open access to key documents such as proceedings from Executive and Sub-Committee meetings, which are made available online (once they have been ratified) in a member-protected section of the AMT website. Unless there is a sound, legal reason to protect information, no meeting proceedings should be regarded as privileged.

The use of interactive, electronic forums and Wikis is encouraged as a way of staying connected with the needs and concerns of the general membership.

## Role of the Board

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The Board is responsible for:

- Developing, approving and actively promoting the vision, purpose and values of the organisation
- Developing and approving a strategic plan (the Board may be guided by the advice of a Strategic Planning Committee dedicated to that specific purpose)
- Approving key administrative/organisational policies on the advice of the Executive Officer and Administrative staff
- Approving the budget and monitoring expenditure
- Appointing and holding the Executive Officer accountable for implementing the plan within the context of organisational policy and the approved budget
- Ensuring legal requirements are met
- Ensuring the quality of services to members
- Ensuring there are adequate funds and resources for the Association
- Ensuring the Board is functioning well, reviewing the work of the Board and planning for the succession and orientation of new Board members.

## Roles and responsibilities of Board members

### Roles of individual directors

Principal roles and responsibilities of Board members as individuals are to:

- Have a commitment to AMT's values and objectives
- Use their powers in the best interests of AMT as a whole
- Make reasonable inquiries to ensure that AMT is operating efficiently, effectively, appropriately and legally in achieving its mission and goals.
- Read material for meetings in advance and any other relevant preparation
- Attend board meetings
- Participate in discussions
- Participate in decisions
- Participate in committees as appropriate
- Undertake relevant induction and training to assist in fulfilling their role as Director
- Meet all their fiduciary duties and responsibilities (see below)

- Where there is a conflict of interest, remove themselves from particular discussions, decisions or votes, or resign altogether from the management group.
- Not use their position and information for personal benefit or advantage at the expense of AMT.
- Act in the best interests of AMT. The interests of AMT are the members as a whole, not any particular member or group of members. For example, representatives should act for all members, not just those they represent.
- Exercise powers for their proper use.
- Ensure that the duties they delegate to staff are carried out properly, by competent people.
- Respect the privacy and confidentiality of information obtained in the course of their participation and not share information that refers to staff members or members of the management group to any group or individual outside AMT.

### Fiduciary duties and responsibilities

Board members have a responsibility to:

- Act honestly and in good faith
- Ensure that AMT carries out activities within its purpose.
- Disclose potential conflicts of interest as soon as they arise. This includes financial, political or personal benefit from:
  - other business or professional activities
  - employment or accountability to other people or organisations
  - membership of other organisations
  - ownership of property or other assets.

## President/chairperson

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The President/Chairperson:

- Ensures that the Board provides leadership for the Association
- Chairs meetings (unless agreed otherwise)
- Ensures that meetings of the Board are held
- Ensures that meetings are run in accordance with AMT's constitution
- Facilitates Board meetings to ensure there is effective participation and decision-making. This role includes:
  - Working through the agenda
  - Making sure that everyone participates
  - Clarifying the decision for the Secretary and the Board as a whole
- Signs the minutes after they have been confirmed as a true record of the previous meeting.

The President is not an Executive Officer and does not indulge in administrative actions.

## Secretary

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The Secretary:

- Prepares the meeting agenda in consultation with the Board and the Executive Officer
- Ensures that adequate Board papers are prepared and circulated prior to the board meeting
- Ensures accurate minutes are taken of Board meetings and other meetings of the organisation - the minutes should include the decisions and reasons for those decisions.
- Ensures that the corporate seal is only used on the proper authority.
- Ensures that AMT meets statutory reporting requirements in accordance with relevant legislation.

Other than these duties, the next most important role is as the Public Officer. In this role, the Secretary is the person representing the organisation, that is the 'natural person' that the law will call on to answer for the acts or omissions of the organisation and to whom all legal actions are directed.

## Vice-President

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The principal organisational role for the Vice-President is to act in the President's role in the absence of the President (for example to act as Chair for meetings of the Association). A secondary activity is to stand in for the President on social occasions. If another organisation invites the President to a gathering then the Vice-President becomes a suitable substitute.

The Vice-President sits on all board meetings and should also be assigned to assist the Secretary, as and when the Secretary requests.



## Treasurer

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The Treasurer is responsible for overseeing AMT's finances and budget. Operational staff are responsible for keeping the accounts and preparing financial reports for the Board.

The treasurer is responsible for ensuring that:

- Adequate books of account are kept.
- The budget is produced.
- An audit is prepared.
- The board receives adequate financial advice.

## Relationship between the Board and the Executive Officer

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The Executive Officer is employed by the Board to manage the operational matters of AMT and has full authority over administration of the organisation. They are required to assist the Board in the implementation and roll out of strategic plans.

The roles and responsibilities of the Executive Officer may include the following:

- Employing, training and supervising staff
- Conducting reviews of staff performance
- Managing Head Office
- Establishing and maintaining policies and procedures for Head Office
- Assisting the Treasurer to prepare an Annual Budget
- Providing advice to the Board on membership issues