

ROLES AND RESPONSIBILITIES POLICY

Policy number	N/A	Version	5
Drafted by	Struan Ferguson & Nick Reid	Approved by Board on	10 June 2026
Responsible person	Karen Zirkler	Scheduled review date	June 2029

1. Introduction

This policy is to ensure that all directors and employees are clear about their roles and responsibilities both within and as representatives of Southern New England Landcare Ltd to ensure the wellbeing and effectiveness of the organisation.

2. Policy

The organisation's board of directors is responsible for governance, strategy, oversight and accountability. This includes setting strategic direction and monitoring organisational performance.

Operational management is delegated to the Chief Executive Officer (CEO) and staff within approved delegations and policies.

In terms of policy, the board's role is to develop, approve and act in accordance with the organisation's policies; the CEO's role is to develop procedures. The role of staff is to implement and abide by the organisation's policies and procedures (consistent with their contractual terms and conditions of employment).

Directors and staff are expected to communicate respectfully and contribute constructively to a positive organisational culture.

Directors and staff must:

- Act within approved delegations, authorities and policies.
- Disclose actual, potential or perceived conflicts of interest and manage them in accordance with organisational policy.
- Maintain appropriate confidentiality regarding organisational, personnel and sensitive information.

2.1 Directors

2.1.1 General

Directors' core statutory obligations under the Corporations Act 2001 and the Australian Charities and Not-for-profits Commission's (ACNC) Governance Standard 5 are to:

1. Act in good faith and in the best interests of the organisation.
2. Exercise reasonable care and diligence.

3. Disclose and appropriately manage conflicts of interest.
4. Not misuse their position or information.
5. Ensure the organisation's financial affairs are managed responsibly.
6. Not allow the organisation to operate while insolvent.

Directors oversee organisational risk management, including financial, operational, WHS and reputational risks.

Directors must also:

1. Ensure the organisation meets its Work Health and Safety (WHS) obligations and provides safe systems of work.
2. Be aware of where Southern New England Ltd fits within regional Natural Resource Management (NRM) frameworks and participate in dialogue between Local Land Services and Landcare.
3. Be an advocate for Landcare. Represent the other Landcare group members and network views. Set strategies, targets and outcomes.
4. Bring important issues to the attention of the chair and to other directors via a meeting (face to face or phone link) if necessary, email, or other forms of communication, as appropriate.
5. Be conversant with and ensure that correct administration procedures are followed (e.g. ACNC's requirements).
6. Have input into business papers and agendas of meetings.
7. Ensure financial accountability (e.g. invite the organisation's auditor to address the board annually).
8. Discuss and decide on the direction of the organisation (Landcare in the region).
9. Facilitate effective board and Southern New England Ltd meetings, ensuring participation from all.
10. Canvass others' ideas. Use 'think tank' and group approaches to generate ideas or solutions to problems.
11. Act as figureheads for Landcare in the region (e.g. at functions, events and in the media). Use the media effectively within projects.
12. Ensure elected State and Federal Government representatives are aware of the organisation's needs and interests including Local Government (regarding support for staff).
13. Address contentious and difficult issues that are beyond the role and capacity of staff to deal with on their own.
14. Be a responsible employer.
15. Report on current and proposed projects and our organisation's commitment to those projects to the relevant funding body or any other relevant organisation.
16. Be aware of signatory protocols and delegations of authority (e.g. at what level cheques, project applications and contracts are signed off).

2.1.2 In relation to staff

1. Facilitate a long-term, stable and secure work environment for staff.
2. Be involved in staff recruitment and selection panels except where otherwise outlined in the Employment Policy.
3. Be aware of the roles of staff and the expected outcomes of those staff as outlined in

their contracts and work plans/duty statements and assist to review work plans at appropriate times.

4. Assist with negotiations of project contracts so that their outcomes reflect the organisations needs when appropriate.
5. Encourage staff to have initiative, to work effectively as a team, to contribute their valuable ideas and input, and to provide positive feedback to others.
6. Allow experienced staff to guide implementation procedures or methods used to produce the outcomes required by the Board or their projects.
7. Understand that directives to staff need to have approval of the full Board (preferably minuted at a meeting) and should come through the appropriate channels.
8. Directors are encouraged to pop in at the office for discussions about new ideas, news, and information.
9. Discourage use of staff as conduits between Board members on potentially contentious issues.
10. Be aware of the organisation's Grievance Policy and be involved in conflict resolution as outlined in that policy document.

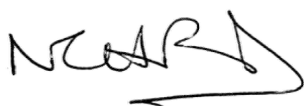
2.2 Staff

Southern New England Landcare Ltd has several employees with various roles. Staff members are first and foremost required to undertake the role outlined in their contract and work plan.

In addition, staff members are required to:

1. Be aware of and implement Southern New England Landcare Ltd's policies and procedures and be a responsible employee.
2. Be an advocate for Landcare.
3. Be courteous in all dealings with other staff, directors, members and the public.
4. Take reasonable care for their own health and safety and that of others.
5. Bring important issues to the attention of the chair.
6. Have input or assist with facilitation at board and Southern New England Landcare Ltd meetings at appropriate times or when asked.
7. Be aware of signatory protocols and delegations of authority (e.g. at what level cheques, project applications and contracts are signed off).
8. Be involved in staff recruitment and selection panels in accordance with the Employment Policy.
9. Be aware of the roles of fellow staff.
10. Be a team player and understand that all ideas and input are valued.
11. Assist with negotiations of project contracts so that their outcomes reflect the organisation's needs when appropriate.
12. Understand that directives to staff need to have approval of the full board (preferably minuted at a meeting) and should come through the appropriate channels.
13. Welcome input about new ideas, news, and information from directors.
14. Discourage use of directors as conduits between board or other staff members on potentially contentious issues.
15. Be cognisant of their own training and professional development needs and bring these to the attention of the board so that appropriate training may be sought if appropriate to the role.

3. Authorisation

A handwritten signature in black ink, appearing to read 'N Reid', with a long horizontal stroke extending from the end.

Em Prof Nick Reid

Chair, Southern New England Landcare Ltd

10 June 2023