



Board members and what they do

Governing bodies are known by a variety of names including boards, committees, councils, trusts, etc. Likewise, the term "board members" can refer to those known as directors, committee members, councillors or trustees. In practice, and legally, they are the same thing.

Not-for-profit board members are appointed or elected to help steer their community group towards its mission. They must work individually and collectively in that task.

Legally speaking

In most not-for-profit organisations, the question of who the board members are will be relatively clear-cut. However, legally speaking the question of whether or not one is a board member is not altogether simple. It depends largely on the facts of each individual case. As a rough guide, the law may view a board member as one of the following people:

- An eligible person who is formally appointed as a director by the members, regardless of the name of the position. Merely giving the position a new name will not remove the appointee's legal responsibilities.
- An eligible person who is appointed by an interest group within the organisation to represent their interests on the board.
- An eligible person who is not formally or validly appointed as a director, but who acts in this position. This will ultimately depend upon the nature of the functions or powers that person exercises, and the extent to which they exercise them.
- An eligible person whose wishes or instructions are habitually accepted and implemented by the board members. (However, a person is not a board member simply because the board is accustomed to acting on their professional advice. If this were the case, accountants, for example, would be board members of a huge number of companies.)
- An eligible person who, in effect, controls the activities of any board members. This applies even if that person does not usually make any instructions – if, for example, the

board members would submit to his/her interests in a conflict situation.

- An eligible person appointed by a board member to fill in for them when they are, for example, unable to attend a meeting.

Who can be a board member?

You do not usually have to have any specific qualifications to be a board member.

However, the best boards are those that have a good mix of a large range of skills. For this reason, many boards will be on the look-out for people with certain capabilities; they may be looking for someone with financial skills, for example, or fundraising skills, or good community connections, or someone who is media savvy.

Some boards will also reserve places for people with particular professional qualifications – a hospital board, for example, may hold one or several positions for people with medical qualifications.

All board members, regardless of qualifications, need to be "eligible" in the eyes of the law to hold that position. An eligible person generally is:

- An adult (over 18 years of age);
- Not insolvent or under administration; and,
- Not disqualified under the group's constitution or due to a breach of their duties.

What do board members do?

Board members are charged with working collectively to act as the "mind" of the community group they serve. In doing so, they must work together to:

- Determine the group's mission and purpose;
- Set a strategic vision and plan;
- Ensure the group is financially and legally accountable;
- Appoint and monitor the group's CEO (if it has one);
- Ensure the group has adequate resources;
- Work to enhance the group's public image; and
- Assess the board's effectiveness.

In practice, this may involve, among a plethora of other tasks:

- Setting and approving budgets
- Managing risk
- Keeping on top of relevant laws and regulations
- Approving major programs and projects undertaken by the group in achieving its mission
- Attending and participating in meetings
- Serving on board committees

- Undertaking or overseeing fundraising activities
- Representing stakeholders' views during meetings
- Speaking about the group at functions
- Acting as the group's media spokesperson
- Lobbying on behalf of the group
- Organising and attending board retreats and other evaluation activities

Aside from this, exactly what a board member does will largely depend on the type of group and the type of board they are serving. In very small groups with an all-volunteer workforce a board member may be required to do anything and everything from sweeping the floor and answering the phones to speaking to the media on the group's behalf and setting the budget. In short, board members for these groups carry out both administrative and governance tasks.

Board members serving larger community groups with a few paid staff members will have a different role, moving away from administration and concentrating on governance. In these organisations, the board member's role is to work with the board as a whole to oversee and steer the community group.

In very large not-for-profit organisations, board members often become even more removed from the day-to-day operations, working almost entirely from papers prepared by staff.

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