



**Insect Protein  
Association of  
Australia**

# Board and Director roles and responsibilities

## About us

The Insect Protein Association of Australia is an Australian based association dedicated to delivering support, guidance and advocacy for insect protein farmers, producers, retailers and processors.

# Overview

Under common law, governing committee members and board members have a responsibility to act honestly, exercise reasonable care and skill and understand their fiduciary duties whilst performing their necessary tasks on behalf of the organisation.

These documents will provide you with an understanding of the role of the board, appropriate conduct and avoiding conflict of interests.

## Role of the board

The board's primary responsibility is one of stewardship and trusteeship on behalf of stakeholders, ensuring that the legal entity, i.e., the company or association, remains viable and effective in the present and for the future. The board is ultimately accountable for all organisation matters.

The board ensures the organisation has a secure long-term future by:

- Establishing the organisation's strategic direction and priorities.
- Interacting with key stakeholders to inform them of achievements and ensuring they have input into determining strategic goals and direction.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.
- Monitoring organisational performance and evaluating the achievement of the strategic and business plans and annual budget outcomes.
- Reporting back to the stakeholders at the Annual General Meeting (AGM).
- Establishing and developing the policy framework for governing the organisation from which all operational policies and actions are developed.

- Building, developing and maintaining the membership content, events and engagement.
- Ensuring the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- Defining key relationships between the organisation and its stakeholders and other key individuals and organisations/groups.
- Appointing, setting targets to evaluate the performance of and reward as appropriate.
- Monitoring and organisational compliance with the relevant federal, state, and local legislation and bylaws, and with the organisation's own policies.
- Providing advice and guidance to the rest of the board as required.
- Assessing risks facing the organisation, establishing a risk management plan and monitoring compliance.
- Evaluating its effectiveness as a board.

## Code of conduct

The board has a legal and moral responsibility to manage their organisation in the best interests of the community it serves. Board members should always demonstrate professional ethical behaviour – in their responsibilities to the organisation, in their professional relationships with each other, and in their professional service to the community.

A code of conduct is an effective tool to provide clarity around the behaviours expected of board members in their role with the organisation. You may wish to consider the following points as a guide when developing a code of conduct suitable for your organisation.

Board members should:

- Act honestly, in good faith in the exercise of their duties, for the best interest of the organisation.
- Perform the duties of their office impartially, uninfluenced by fear or favour.
- Exercise the degree of duty of care and diligence in fulfilling the functions of the office and exercising the functions of that office.
- Recognise that the primary responsibility is to the members but should, where appropriate, have regard for the interests of all stakeholders of the organisation.
- Not make improper use of information acquired using their position as a board member to gain, indirectly or directly, an advantage for themselves or for any other person or to cause detriment to the organisation.
- Not take improper advantage of the position.
- Not allow personal interests or the interests of any associated persons, or sectional interests to conflict with the interests of the organisation.
- Not engage in conduct likely to bring discredit upon the organisation.
- Be clear and understand the roles, responsibilities and reporting relationships of the board and professional staff.
- Not individually instruct the Chief Executive Officer on matters relating to operational issues.
- Properly observe their responsibility as the Chief Executive Officer's employer.
- Attend all board meetings. Where attendance is not possible members will submit an apology. If absence is likely to extend for several consecutive meetings, members will obtain leave of absence.
- At board meetings recognise the authority of the Chair.
- Listen to and respect opinions of fellow colleagues.
- Debate issues in a non-threatening, co-operative manner at all times.
- Prepare for meetings by:
  - Preparing timely and complete reports as required for the member's board position.
  - Reading and considering papers circulated with the agenda.
- Express concerns to the Chairperson or other relevant authority about decisions or actions contrary to the board's public duty.

- Maintain confidentiality and not divulge information deemed confidential or sensitive. If members are uncertain, they should seek direction from the Chairperson.
- Avoid discussing board business in public places where there is a likelihood of being overheard.
- Have an obligation to be independent in judgement and actions and to take reasonable steps to be satisfied as to the soundness of all decisions of the board.
- Ensure that the organisation's assets are protected via a suitable risk management strategy.
- Not demand or accept in connection with their official duties any fee, favour, reward, gratuity, or remuneration of any kind, outside the scope of their entitlements as a board member, unless authorised by the Chairperson.
- Have an obligation to comply with the spirit, as well as the letter of the law and with the principles of this code.
- Abide by board decisions once reached.
- Once decisions are made, speak with one voice.

## Conflict of interest

A conflict-of-interest situation arises when a board member's duty to the organisation clashes with their duties, obligations or interests elsewhere – their business or workplace interests, for example, or even those of their family or friends. Where a conflict arises within the board it is expected that the board member in question will self-identify the conflict and ask an alternate board member to take their place, effectively removing themselves from the conflict.

## Conflict of interest policy

Some examples of conflict of interest could be but are not limited to:

- When a board member or his/her immediate family or business interests stands to gain financially from any business dealings, programs or services of the organisation.
- When a board member offers a professional service to the organisation themselves.
- When a board member stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.
- Where a board member or the ex-officio member of the board has a role on the governing body of another organisation, where the activities of that other body may be in direct conflict or competition with the activities of the Insect Protein Association of Australia.

The following guide the Insect Protein Association of Australia's conflict of interest policy:

- Eligibility for Board membership must at all times be in compliance with the Association's constitution.
- Any business or personal matter, which could lead to a conflict of interest of a material nature involving a board member and their role and relationship with the organisation must be declared and registered in a register of interests.
- All such entries in the register shall be presented to the board and minuted at the first board meeting following entry in the records.
- All conflicts of interest must be declared by the board member concerned at the earliest time after the conflict is identified.
- The board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
- Where a conflict of interest is identified and/or registered, and the board has declared that it is of material benefit to the individual or material significance to the organisation, the board member concerned shall not vote on any resolution relating to that conflict or issue.

- The board member shall only remain in the room during any related discussion with board approval.
- The board will determine what records and other documentation relating to the matter will be available to the board member.
- All such occurrences will be minuted.
- Board members, aware of a real or potential conflict of interest of another board member, have a responsibility to bring this to the notice of the board.

# Roles: Board Members

## **Chairperson**

Required hours per month: 10 – 15.

The role of the Chairperson is to provide leadership and to facilitate meetings to achieve a focused and purposeful Board that will deliver on the Insect Protein Association of Australia's mission and vision.

Requirements include:

1. At least 2 years of previous Board experience
2. Media and Public Relations expertise
3. Networking and stakeholder engagement with relevant Government organisations
4. Understanding of both Insects for Food, Insect for Feed and Waste Management
5. Provide support and guidance to other board members within their roles.
6. Ensure appropriate management of the Association in keeping with relevant legislation and compliance requirements.
7. Collaboration with the board to develop strategic goals to ensure the success of the Insect Protein Industry in Australia.

## **Treasurer**

Required hours per month: 6 – 10.

The role of the Treasurer is to manage and oversee the financial affairs of the Insect Protein Association of Australia.

Requirements include:

1. Develop and enforce strong internal controls and financial management policies.
2. Ensure accurate and complete financial reporting and proper maintenance of financial records and information/tax returns.
3. Regularly assess risks and whether and how such risks should be mitigated.



4. Keep a calendar of filing requirements and deadlines and have clear assignments (with backups) to help ensure they are all met in a timely manner.
5. Have the Association's financials audited whenever required or advisable.
6. Provide accurate and timely reporting on the Association's movements throughout the year.
7. Liaise with relevant organisations including but not limited to ATO, ASIC and the Association's Accountant.

### **Secretary**

Required hours per month: 6 – 10.

The role of the Secretary is to support the Chair in ensuring the smooth functioning of the Insect Protein Association of Australia Board and Committee.

Requirements include:

1. Acting as an active conduit for communication between the board, management, and members (if any), by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes.
2. Providing advice and resources to the board on relevant topics at issue, such as particular governance matters being addressed at a meeting or a new amendment to state corporate law. The secretary is tasked with knowing and complying with notice requirements and scheduling meetings to accommodate the directors.
3. Scheduling board meetings and ensuring an adequate number of meetings are held per year, in accordance with the Association's bylaws.
4. Recording minutes of meetings
5. Maintaining Corporate Records. The secretary is responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible for inspection by directors and/or members.

## **General Board Members**

### **Maximum 5 positions**

Required hours per month: 4 – 6.

The role of General Board Members is to provide oversight and support to the Chair, Secretary, Treasurer & each other by taking lead and supporting roles of task group functions as deemed necessary by the board as a whole. Task group functions may include but are not limited to:

- Policy framework
- Communications
- Media
- Marketing
- Education
- Research
- Projects
- Website management
- Membership management
- Events

Functions may be rolled into a single ‘task’ portfolio and / or re-allocated as deemed appropriate by the board.