

## **AUCS Inc Board – Governance policy 1.6**

### **Duties of Board Members**

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AUCS Board members have full responsibility for the overall successful operations of AUCS.

AUCS Board members will:

1. Support AUCS' aims and philosophy
2. Act in the interests of AUCS and the centres as a whole, not in a representative or sectoral manner, in keeping with Policy 1.1: Responsibilities of the Board
3. Discharge their duties in good faith and honestly with the level of skill and care expected of a Board member of a similar organisation
4. Act with required care and diligence, demonstrating commercial, social and ethical reasonableness in their decisions
5. Avoid conflicts of interest, as per Governance Policy 1.5: Conflicts of Interest
6. Not take improper advantage of the position of Board member or make improper use of information gained through the position of Board member
7. Read Board papers, be prepared for Board meetings, attend Board meetings regularly, and actively participate in and make a contribution to Board meetings
8. Be willing to undertake a share of Board tasks or projects
9. Observe confidentiality when required.

Board members have no individual authority to participate in the day to day management of AUCS, including making any representations or agreements with parent users, employees, suppliers, the University of Adelaide, or other parties or organisations unless such an authority is explicitly delegated by the Board through Board decision.

Board members are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvass all aspects of any issue confronting AUCS and make their own decision about any matters for decision before the Board. After Board meetings, Board members are expected to support the letter and spirit of Board decisions in any discussions with parents, employees, suppliers, the University of Adelaide and other parties.

A Board member must not engage in conduct likely to bring discredit upon AUCS.

All Board members are expected to conduct themselves at meetings in a manner which is consistent with generally accepted procedures for the conduct of meetings.

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**Approved** by the AUCS Board on 31 May 2010