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# Management of the Board – Separation of Powers & Delegations

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## Contents

Chairman of the Board – Position Description .....	3
Overview .....	3
Primary Accountabilities.....	4
Key Position Accountabilities .....	4
Attachment – Management of the Board – Separation of Powers & Delegations.....	7
The Board & Management.....	7
Accountability of the Chairman of the foreshadowed Board of RSL NSW.....	7
Accountability of individual Directors of the foreshadowed Board of RSL NSW.....	9
Accountability of Chief Executive Officer RSL NSW .....	10
Accountability of Senior Management of RSL NSW .....	11
Appointment & Role of Company Secretary of RSL NSW .....	11

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## President of RSL NSW – Position Description

### Overview

The role of the President of RSL NSW during the transition period will be segmented into three core activities:

- Chairing the Board of Directors
- Fulfilling a diversity of representational and ceremonial roles as the President of RSL NSW and
- Working with the leadership team of RSL NSW in developing the foundations of a robust, progressive and sustainable entity.

The duties of the President in his role as Chairman of the Board is separately set out in the attachment to this document. As well as the Chairman' duties, it incorporates the role of Directors, the relationship between the Chief Executive Officer and the Board, the role of Executive Management, and the role of the Company Secretary.

In addition to fulfilling that role, the President of RSL NSW also serves as a Director of **RSL LifeCare** and, in that context, meets all the obligations of a Director.

In addition to fulfilling the role as a Director of RSL LifeCare, other roles attached to the position of President of RSL NSW include:

- Chairman and Trustee of the **Anzac House Trust**
- Trustee & Deputy Chairman of the **Anzac Memorial Trust**
- Chairman and Director of **RSL Custodian**
- Director and member's representative of the Returned and Services League of Australia Limited (**RSL National**)

and, if nominated by State Council and approved by the Trustees of WBI,

- Chairman and Trustee of **RSL WBI**.

In the context of the broader stakeholder engagement of RSL NSW, as President, he is actively involved in many other activities including:

- Attendance and leadership at major commemorative and ceremonial events
- Member consultation sessions
- Consultation with District Council Presidents
- Visits to sub-branches
- Attending to member correspondence & organisation correspondence
- Liaison with governments and government agencies at a state and federal level



- Liaison with other ESOs, other RSL branches and RSL National
- Liaison with associated peak industry bodies such as Clubs NSW and the RSL Clubs & Services Association
- Acting as the media spokesperson on behalf of RSL NSW and
- Contributing to thought leadership of the RSL community and engaging in issues of mutual interest, including developing an appropriate engagement in social media.

The document set out below highlights the core engagement of the President in the transition period through to elections in 2020.

Equally, the President will contribute to the oversight of RSL LifeCare's engagement in the foreshadowed Royal Commission into aged care.

### Primary Accountabilities

- Engage with RSL NSW's leadership team and support them in the achievement of their operational and financial plans as well as the organisation's long-term goals.
- Ensure that the culture and values of the organisation permeate throughout the membership including the Board, and the staff of RSL NSW.
- Provide information and advice to the leadership team as necessary in keeping them fully informed on all matters which are brought to the President's attention and which impact upon RSL NSW's reputation.
- Formulate, in conjunction with the Board and the leadership team, RSL NSW's long-term strategies and plans, providing overall guidance in relation to all strategic proposals.

### Key Position Accountabilities

#### Policy and Planning:

- Formulate in conjunction with the Board and the Chief Executive Officer (CEO) strategies and plans to ensure that RSL NSW meet their objectives and accountabilities.
- Assist in the preparation of submissions on all policy matters in collaboration with the CEO for Board approval, providing guidance and advice where appropriate.
- Collaborate with the CEO to guide RSL NSW's leadership team in the formulation of strategic plans and reform programs, to ensure that specific programs are developed to achieve both its sustainability and reputation among members.
- Guide the leadership team in the conduct of key studies in support of the organisation's core mission.
- Contribute to the preparation of the RSL NSW's annual report and budgets for review and approval by the Board.



### **Operations:**

- Support the CEO and the leadership team of RSL NSW in the formulation of its programs in meeting its obligations, where there is an increased focus on planning, transformation and sustainability initiatives.
- Support the CEO and the leadership team of RSL NSW in achieving the organisation's approved objectives on an annual basis and ensure that their relationship with members of the Board and other key stakeholders is appropriate.
- Liaise with the CEO to ensure that all contracts, leases and other legal obligations entered into by RSL NSW are in accordance with approved Board policies.
- Liaise with the CEO and contribute to media activities and engagement initiatives which protect or enhance RSL NSW's reputation.
- Chair and/or oversee various Committees, as appropriate, in meeting a diversity of operational, representational, policy and community-aligned initiatives.

### **Leadership:**

- Ensure that RSL NSW's culture and ethics permeate all staff, Board members as well as internal and external stakeholders.
- Lead and promote collaborations and partnerships among relevant bodies including government agencies in support of the RSL NSW's core mission.

### **Representation and Relationships:**

- Develop appropriate contacts with key stakeholders of RSL NSW, ensuring that the engagement between the organisation and its key stakeholders is managed in a manner to provide optimal support for RSL NSW.
- Maintain regular dialogue with representatives of key stakeholders in order to ensure a continuous awareness of their expectations.
- Establish strategic linkages with Government agencies and other stakeholder bodies nationally and internationally as appropriate and relevant to the objectives of RSL NSW and its reputation.
- Provide leadership in maintaining and enhancing RSL NSW's reputation in all fields of its endeavour across all stakeholders relevant to its sustainability and effectiveness.
- Represent RSL NSW as may be required at public hearings and act as a spokesperson for the organisation in consultation with both the Board, the CEO and members as considered appropriate.
- Represent the organisation externally, particularly with the media, on issues which receive heightened attention and/or as required in ensuring that the engagement between RSL NSW and its various stakeholders is maintained at an appropriate level, and
- Deliver presentations at various public forums.



**Governance:**

- Chair the Board of Directors and ensure that the standard of conduct required under the Constitution is being maintained in every facet of the organisation's activities.
- Ensure that the Board receives relevant reports on various aspects of RSL NSW's operations as may be required to inform the Board and the members on matters of critical importance.
- Ensure the integrity and timeliness of all reporting for presentation to the RSL NSW Board or other bodies as appropriate.

## Attachment – Management of the Board – Separation of Powers & Delegations

### The Board & Management

The roles of the Chairman and Chief Executive Officer are strictly separated.

#### Accountability of the Chairman of the foreshadowed Board of RSL NSW

- Lead the Board in its duties to RSL NSW
- Ensure there are processes and procedures in place to evaluate the performance of the Board, its committees and individual directors
- Facilitate effective discussions at Board meetings
- Ensure effective communications with members
- Provide leadership of the Board and affiliated entities
- Set each Board's agenda (including ensuring that adequate time is available for discussion on all agenda items, in particular strategic issues)
- Lead each Board's consideration of matters coming before it and facilitating open, frank and constructive discussions to ensure core issues facing the Board are addressed
- Maintain a professional, open and regular dialogue with the CEO
- Facilitate the Board's evaluation of the performance of the CEO with input from the *Remuneration and Nomination Committee*
- Ensure the efficient organisation and conduct of the Board, including fostering a constructive governance culture and applying appropriate governance principles among Directors and with Management
- Ensure compliance by each Director of RSL NSW's Corporate Governance policies (including Code of Conduct, Conflict Management Policy)
- Brief all Directors in relation to issues arising at Board meetings
- Facilitate the effective contribution and ongoing development of all Directors
- Promote consultative and respectful relations between Board members and between the Board and key stakeholders
- Represent the Board to external stakeholders including members
- Communicate and consult with relevant stakeholders on significant issues, as appropriate
- Ensure that management provide the Board with comprehensive advice in respect of all property assets under the stewardship of RSL NSW and that priority is given by the Board to unexpected Sub Branch operational issues which may arise from time to time
- Ensure that management appropriately respond to questions and enquiries of Directors



- Ensure the Board meets regularly, and accurate records of all Board meetings are kept and distributed to all Directors
- Ensure compliance by each Director of RSL NSW's Corporate Governance policy
- Monitor the contribution of individual Directors and counsel them on any areas which might improve Board performance and effectiveness
- Encourage effective relations between Board members as well as between the Board and management
- Chair the Congress, Annual General Meeting and any extraordinary meetings of members.



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## Accountability of individual Directors of the foreshadowed Board of RSL NSW

Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors. Broadly these require Directors to:

- Act in good faith and in the best interests of RSL NSW as a whole
- Act with care and diligence and for proper purpose
- Avoid conflicts of interest wherever possible and, where unavoidable, ensure disclosure in accordance with the provisions of the RSL NSW Act.
- Refrain from making improper use of information gained through the position of director and from taking improper advantage of the position of director
- Support the letter and spirit of Board decisions
- Keep Board information, discussions, deliberations and decisions which are not publicly known confidential
- Undertake appropriate training to remain current on how best to perform their duties as Directors on behalf of RSL NSW, including completing the AICD's Company Director's Course or similar.

## Accountability of Chief Executive Officer RSL NSW

- Ensure Directors of the RSL NSW are provided with accurate and clear information in a timely manner to promote effective decision-making by the Board
- Ensure all material matters affecting RSL NSW are brought to the Board's attention
- Ensure all aspects of the day-to-day running of the RSL NSW including financial performance, reporting, risk and compliance, communications and the promotion of ethical behaviour are in accordance with the relevant entity's policies
- Ensure the Board, members and all stakeholders are kept informed of the dealings of RSL NSW, where appropriate, in an open and transparent manner
- Develop and recommend to the Board policies, strategies, business plans and annual budgets
- Implement the policies, strategies, business plans and budgets adopted by the Board
- Provide effective leadership, direction and supervision of the executive team to achieve the strategies and plans adopted by the Board
- Ensure compliance by the organisation with all applicable laws and regulations
- Ensure that the Board is given sufficient information to enable it to perform its functions, set strategies and monitor performance
- Act within authority delegated by the Board
- Maintain effective risk management and compliance management frameworks
- Ensure that RSL NSW's investments are delivering acceptable returns and being developed to optimise their sustainability.

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## Accountability of Senior Management of RSL NSW

The Chief Executive Officer is accountable to manage the assets of the RSL NSW in accordance with the strategy, plans and delegations approved by the Board. This delegation of authority includes accountability of management to:

- Develop business plans, budgets and strategies for consideration by the Board or representative Committee and, to the extent approved by the Board or Committee, implement these plans, budgets and strategies
- Manage the undertakings of RSL NSW within the parameters of the Constitution and the parameters set by the Board from time to time and keep the Board informed of material developments
- Identify and manage operational risks and, where those risks could have a material impact on RSL NSW formulate strategies for managing the risks for consideration of RSL NSW's Board
- Ensure that the RSL NSW Board is provided with information of sufficient content and quality on a timely basis in particular with respect to the performance, financial condition, operating results and prospects of the managed portfolios, to enable the RSL NSW Board to fulfil their governance responsibilities
- Implement the policies, processes and codes of conduct approved by the RSL NSW Board

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## Appointment & Role of Company Secretary of RSL NSW

The Company Secretary is accountable directly to the CEO and, through the CEO to the relevant Board or mandated Committee Chair on all matters to do with the proper functioning of the Board.

The Company Secretary will be the secretary of the Board. The secretary is accountable to:

- Advise the Board and its committees on governance matters
- Ensure that Board and committee policy and procedures are followed
- Coordinate the timely completion and despatch of Board and committee papers
- Ensure that the business at Board, committee meetings, subsidiary trust and company meetings and the AGM is accurately captured in the minutes
- Help to organise and facilitate the continuing education to update and enhance Director's knowledge as the business and regulatory environment changes.
- Manage and ensure the integrity of the whistleblower, risk management and insurance functions of the organisation and

Support the CEO through the development of appropriate policies and procedures to ensure the integrity of the governance structure of the organisation.