



TERM OF REFERENCE FOR BOARD MEMBERS

REGISTER OF EXERCISE PROFESSIONALS

SOUTH AFRICA

2016

## **1. Introduction**

- 1.1** The purpose of the Board Member Policy is to ensure that the Board at all times serves the interests of REPSSA, and its members and the Stakeholders
- 1.2** All Board Members should conduct themselves and perform their duties in an exemplary fashion, commensurate with the position of leadership that has been bestowed upon them by the membership.
- 1.3** All Board Members are subsequently bound by the liabilities and responsibilities that entails.

## **2. Standards of Conduct**

Board Members must:-

- 2.1.1. act in accordance with the Constitution and Polices to support the interest of the members of REPSSA, and its members and the Stakeholders of;
  - 2.1.2. properly serve REPSSA ,and its members and Stakeholders;
  - 2.1.3. participate in Board meetings and relate activities on behalf of REPSSA, and its members and Stakeholders;
  - 2.1.4. act in good faith and in the best interest of REPSSA, and its members and the Stakeholders;
  - 2.1.5. maintain the confidentiality of sensitive or proprietary information obtained as a result of Board Services.
- 2.2 Each Board Member must devote the time and resources reasonably necessary to fulfil his/her commitments to board activities.
  - 2.3 A Board Member should demonstrate due diligence in preparation for and attendance of Board meetings.
  - 2.4 A Board Member should, to the best of his ability be informed of the needs and opinions of the members of REPSSA and make any enquiries necessary to be fully informed about any issue being addressed by the Board before making decisions.
  - 2.5 A Board member should give open and fair consideration to diverse and opposing viewpoints.
  - 2.6 Board members should exercise independent judgment and should not hesitate to express dissenting opinions in the appropriate manner during Board deliberations.

## **3. Confidentiality**

- 3.1 A Board Member must not disclose any matters addressed in executive sessions to anyone not entitled to participate therein.
- 3.2 A Board member may not disclose confidential and proprietary information obtained as a result of being a Board Member to anyone outside the Board or authorised staff.
- 3.3 A Board member may not, in disclosing anything about the Board's deliberations, disclose or disclose the votes of the Board or of the individual Board Member
- 3.4 A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of the action or control of dissemination of that information.

#### **4. General expectations**

- 4.1. Support the organisation's mission, purposes, goals, policies, and programs while knowing its strengths and needs.
- 4.2. Suggest possible nominees to the Board who are men and women of achievement and who can make significant contributions and demographic representation to the work of the Board and the progress of the organisation
- 4.3. Serve actively on committees of the Board as requested by the Chair.
- 4.4. Attend activities and events sponsored by the organisation whenever possible.
- 4.5. Interpret the organisation's work and values to the community, represent the organisation, and act as a spokesperson.
- 4.6. To work in good faith with staff and other Board members, as partners, toward achievement of our goals
- 4.7. To adhere to the organisations privacy policy
- 4.8. Board members agree to not take actions that will jeopardise the organisation

#### **5. Meetings**

- 5.1. Prepare for and participate in the organisations Annual Board meetings and scheduled committee meetings, including appropriate organisation activities.
- 5.2. Maintain confidentiality of the Board's sessions, and speak for the board or the organisation in a positive fashion
- 5.3. Suggest agenda items for Board and committee meetings to ensure that significant policy-related matters are addressed.
- 5.4. To stay informed about what's going on in the organisation.
- 5.5. Take part in making decisions on issues, policies, and other matters

#### **6. Avoiding Conflicts**

- 6.1. Serve the organisation as a whole rather than any special interest group or constituency.
- 6.2. Avoid even the appearance of a conflict of interest that might compromise the Board of the organisation, and disclose any possible conflicts to the board in a timely fashion.
- 6.3. Never accept or offer any favours or gifts from or to anyone who does business with the organisation.
- 6.4. Board members to excuse themselves from discussions and votes where there is conflict of interest.

#### **7. Fiduciary Responsibility**

- 7.1. Exercise prudence and sound fiscal practices with the Board in the control of and transfer of organisation funds.
- 7.2. Faithfully read and understand the organisation's financial statements and otherwise help the board fulfil its fiduciary responsibilities
- 7.3. As the organisation is a non-profit organisation there will be no financial compensation for members.
- 7.4. The organisation will subsidise travel for relevant board meetings. The value is as agreed and approved by the board.

#### **8. Communication**

- 8.1. Ask timely and substantive questions at Board and committee meetings consistent with personal conscience, convictions, and ethics, while supporting the majority decision on issues

- decided by the Board.
- 8.2. To ask questions, request information and respond in a straight forward, open and honest fashion
  - 8.3. To communicate all information and policies to their own organisations and companies
  - 8.4. To ensure to all queries are answered in 72 hours

I, understand that as a member of the Board of REPSSA , I have a personal and ethical responsibility to ensure that the organisation does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organisation, and will act responsibly and prudently.

Signed by, Board Member \_\_\_\_\_

Date: \_\_\_\_\_

And by, Chairman of the Board of REPSSA \_\_\_\_\_

Date: \_\_\_\_\_