

# Role of Individual Directors

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The statutory responsibilities of a director are far reaching. As well as responsibilities under the Corporations Act, the Trustee Act and the Trustee Companies Act, there is a wide range of legislation that affects the duties and obligations of directors.

It is not the intention here to specify every single duty or obligation, but rather to refer to the publication by the Australian Institute of Company Directors entitled "Duties and Responsibilities of Directors and Officers". That publication provides an overview of the major responsibilities and duties imposed upon directors and officers in carrying out their role, and should be read in conjunction with this document.

Co-existing with the statutory obligations, a director also has a general law fiduciary responsibility to the Company and a general law duty to use due care and diligence in fulfilling the functions of his or her office.

## 1. Conformance

The Director's Role is to:

- 1.1 Use the powers of office with the level of skill and care required to discharge his or her duties in good faith, honestly and for a proper purpose in the best interests of the Company.
- 1.2 Understand the business of the Company and to act with the necessary care, diligence and commercial reasonableness in the decision making process.
- 1.3 Make reasonable enquiries to ensure the Company is operating efficiently, effectively and legally in all of its activities.
- 1.4 Ensure that he or she is provided, in a timely manner, with adequate information in connection with issues likely to impact on the future operations of the Company.
- 1.5 Ensure he or she has and maintains adequate knowledge of their legal responsibilities and is familiar with legislation and regulations governing the operations of the Company.
- 1.6 Where appropriate, obtain, with the Chairman's approval, independent advice and assistance in carrying out their duties and responsibilities.

- 1.7 Adhere to the values of the Company at all times in his or her dealings with all stakeholders.
- 1.8 Report any material change in the circumstances of the Company to the Company Secretary.

## 2. Performance

The Director's Role is to:

- 2.1 Where practicable, attend all meetings of the Board or Committees of the Board of which he or she is a member.
- 2.2 Adequately prepare for meetings of the Board and Committees of the Board of which he or she is a member by obtaining and thoroughly reviewing all agenda items.
- 2.3 Undertake diligent analysis of all proposals placed before the Board and Committees of the Board of which he or she is a member.
- 2.4 Analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the Company.
- 2.5 Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board.
- 2.6 Vote on any resolution of the Board according to their own judgement and decision.
- 2.7 Bring forward for discussion in a constructive and creative way suggestions and ideas in connection with the development, growth and improvement of the Company including prospective new business opportunities which are consistent with the strategic plan.
- 2.8 Take all reasonable opportunities to represent, promote and demonstrate a commitment to the Company to shareholders, clients, the wider business community and to the public at large.
- 2.9 Scrutinise the performance of management in meeting agreed goals and objectives, and monitor the reporting of performance.