

Board Director Contract for Society for Conservation Biology (Oceania) Limited

Background

SCBO Limited is a Company Limited by Guarantee and a registered charity in Australia that is focused on conservation science, policy, management and education. It is critical as an organization for us to build our capacity to lead in these areas. The Board is the leadership group that guides SCBO but we are all volunteers, so we need to maximize our efficiency and effectiveness. To help ensure that board directors understand and are committed to their collective responsibilities, the following contract aims to articulate these and provide a written record of the commitment of each director. It should be signed at the commencement of each director's term on the Board.

Our Vision

SCB Global: The Society of Conservation Biology advances the science and practice of conserving the Earth's biological diversity.

SCB Oceania: We promote effective conservation in Oceania, underpinned by science.

Charitable Purpose

The purpose of SCBO is to protect, conserve and enhance the natural environment, provide information or education, or carry on research, about the natural environment or a significant aspect of the natural environment, and to advance science and further the practice of conserving the Earth's biological diversity in Oceania (Australia, New Zealand, Papua New Guinea and Pacific Islands).

Our Board's Values

- Accountability, integrity, and effectiveness.
- Commitment to sustainability, recognizing its importance for the long-term viability of human societies and environments.
- Valuing biodiversity – including ecological complexity – and evolutionary processes necessary to support all species including our own.
- Commitment to decreasing human-caused extinctions in Oceania
- Promoting the responsibilities of all people and their governments to maintain and restoring biodiversity
- Promoting the importance of science for decision-making.

Contract

I, _____, understand that as Director on the SCB (Oceania) Limited Board, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. Through being a Director on the Board I will have authority to vote and determine the overall policies, directions, and balance that the organization will adopt during my term.

I recognize that, as a Director of SCBO Incorporated:

1. I will adhere to the [SCBO Limited Constitution](#).
2. I will adhere to all SCBO [Organizational Policies and Procedures](#)
3. I am aware and supportive of the SCBO [Diversity Statement](#)
4. I am aware of and will adhere to the SCBO [Anti-discrimination, Bullying and Harassment Policy and grievance resolution procedure](#)

5. I have legal duties under Australian legislation, specifically the [Corporations Act 2001](#). As outlined by the Australian Securities and Investments Commission (ASIC text in italics):

As a director, you are responsible for oversight of the affairs of the company. You must comply with your legal obligations as a director under the Corporations Act 2001. This is the case even if you appoint an agent to look after your company's affairs.

As a director, you must be fully up-to-date on what your company is doing, including its financial position, question managers and staff about how the business is going and take an active part in directors' meetings.

You must not use your position as a director of a company – or information obtained because you are or have been a director, officer, or employee of a company – to cause detriment to the company or to gain an advantage for yourself or someone else.

When you make a business decision as a company director, you must, amongst other things, ensure that you:

- make the decision in good faith and for a proper purpose*
- do not have a material personal interest in the decision and make it in the best interests of the company*
- find out and assess how any decision will affect your company's business performance, especially if it involves a lot of the company's money or could have a material impact on the company's reputation*
- keep informed about your company's financial position and performance, ensuring your company can pay its debts on time*
- get trusted professional advice when you need assistance to make an informed decision*
- make full and frank disclosure about any material personal interests you do have*

There are penalties and consequences – including civil penalties, compensation proceedings and criminal charges – for directors who fail to comply with their obligations under Australian law.

6. I have legal duties under Australian legislation, specifically the [Australian Charities and Not-for-profits Commission Act 2012](#). As outlined by the Australian Charities and Not for Profits Commission (ACNC text in italics) in GOVERNANCE STANDARD 5: DUTIES OF RESPONSIBLE PEOPLE:

Governance Standard 5 requires charities to take reasonable steps to make sure that the following duties apply to Responsible People and that they follow them. The duties can be summarised as follows:

- to act with reasonable care and diligence*
- to act honestly and fairly in the best interests of the charity and for its charitable purposes*
- not to misuse their position or information they gain as a Responsible Person*
- to disclose conflicts of interest*
- to ensure that the financial affairs of the charity are managed responsibly, and*
- not to allow the charity to operate while it is insolvent.*

Generally, the duties mean that Responsible People should act with standards of integrity and common sense.

7. Finally, I recognize that SCBO is also listed on the Register of Environmental Organisations (REO), and as such its board must ensure the organisation complies with the requirements of REOs, as set out in the [REO Guidelines](#).

To carry out these responsibilities I will:

1. Act with honesty, integrity and transparency.
2. Consider myself a leader of SCBO and do my best to ensure the organization is well-maintained, financially secure, evolving and always operating in the best interests of our mission and those we serve.
3. Represent SCBO in a positive and supportive manner at all times and support the majority decisions of the Board.
4. Actively contribute to the Board and to SCBO Limited. I will attend at least 75% of Board meetings and special events. I will respond to correspondence from the President or other Board members within a reasonable amount of time (within 1 week for minor requests or unless another deadline is specifically requested).
5. Actively contribute to SCBO fundraising activities.
6. Keep confidential information confidential.
7. Ensure personal or financial interests do not conflict with my ability to perform my duties, complete a conflict of interest disclosure, and excuse myself from discussions and votes where I have a conflict of interest.
8. Stay informed about what's going on in the organization. I will ask questions and request information when needed. I will participate in and take responsibility for making decisions on issues, policies, and other matters.
9. Bring to the attention of the board any issues I believe will have an adverse effect on SCBO or those we serve.
10. Work in good faith with staff and other board directors as partners toward achievement of our goals.
11. Agree to serve the full term of my position unless unforeseen circumstances arise that prevent me from doing so (in which case I will discuss my situation with the President), and I will encourage others to serve when I leave the Board.
12. Be open to service a position of responsibility (President, vice president, treasurer or secretary).

If I don't fulfill these responsibilities to the organization, or if I act in a way that that is inconsistent with SCBO's policies as listed above, I will expect the President to call on me to discuss my responsibilities to the organization and if necessary, with the support of the majority of board, terminate my position. I can expect an initial discussion with the President if I miss two consecutive events/Board meetings without an apology and/or if I regularly fail to respond to correspondences relating to the operation of SCBO.

In turn, the organization will be responsible to me in the following ways.

1. I will be sent, without having to request them, financial reports and an update of organizational activities that allow me to fulfill my legal responsibilities to the organization.
2. I will be provided with adequate orientation when I join the board and will be informed of any changes in programs.
3. Opportunities will be offered to me to discuss with the President and other Directors the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
4. The organization will help me perform my duties by keeping me informed about issues in which we are working and by offering me opportunities for professional development as a board director.
5. Board Directors will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to SCBO Limited.

6. Board Directors and staff will work in good faith with me toward achievement of our shared goals.
7. If the organization does not fulfill its commitments to me, I can call on the board president to discuss the organization's responsibilities to me.

Signed: by _____, Board Director, Date:

By _____, Board President, Date:

A signed copy of this agreement should be kept on file by SCBO and by each director.