



EFA Board Membership: Eligibility & Responsibilities

Last updated: 17th August 2017

Please note that a motion will be put to the 2017 AGM that EFA should adopt a new constitution and reincorporate as a Company Limited by Guarantee. Should that motion be adopted, the Board members in place at the conclusion of the 2017 AGM will become the initial Directors of Company Limited by Guarantee, for an initial term of 12 months. More information about the implications for prospective Board members of that potential change is included at the end of this document.

Eligibility for Board Membership

Any financial member of EFA may self-nominate for election to the Board at the Annual General Meeting (normally held in Oct or Nov). Nominations for five of the ten Board positions are called 42 days before each AGM. In addition, the Board is empowered to co-opt up to three Board Members at any time during the year, who normally remain in the position until the next AGM (at which time they may nominate for election).

There are no specific qualifications for Board membership. It is expected that Board Members are people who support EFA's objectives and policy positions and are willing to contribute to one or more of EFA's areas of activity.

Ideally all Board Members will take a general interest in all areas so that they can participate in policy formulation, however Board Members with detailed knowledge or specific interest in one particular topic can be of great assistance to EFA.

Compliance with EFA Board Member Code of Conduct

Prospective Board Members are required to agree to comply with the EFA Board Member Code of Conduct, prior to their nomination being accepted or being co-opted to the Board. This Code covers EFA Board Members' obligations regarding matters such as conflicts of interest and confidentiality, and is based on the [South Australian Incorporated Associations Act 1985](#).

Should EFA reincorporate as a Company Limited by Guarantee, the Board Member Code of Conduct will need to be updated to ensure compliance with the new governing Acts, namely the [Corporations Act 2001](#) and the [Charities Act 2013](#) (which will also apply once the new entity is registered with the Australian Charities and Not-for-Profits Commission).

Operation of the EFA Board

Management and Administration

The EFA Board is responsible for EFA policy formulation, decision making and oversight of organisational activities and administration.

The Board consists of volunteer Board Members supported by (at present) one part-time staff member (the Executive Officer). Elected (and co-opted) Board Members act in a voluntary capacity; they are not remunerated for time spent on EFA activities. The Executive Officer is a non-voting member of the Board, appointed by and reporting to the Board and is remunerated.



The volunteer Board Members include the Officers of the Association (Chair, Vice-Chair, Treasurer and Secretary) who are elected by the Board, from within its existing members, after the AGM.

Board Mailing List

The effective operation of EFA depends on regular communications between Board Members, the vast majority of which take place online. The Board is effectively always in session via the Board mailing list (seven days a week). Traffic on the list can vary greatly depending on current issues/activities at the time.

Any Board Member may propose a motion as a Call for Votes (CFV) at any time, usually allowing a minimum of 48 hours for votes. Sometimes CFVs are called without considerable discussion taking place prior to calling for votes. Depending on what is proposed a longer period for discussion may be required, for example, policy decisions on an issue the Board has not previously discussed. Items passed via the mailing list CFV process are recorded in the minutes of the next Board meeting.

Board Members are expected to check their email as close to daily as possible. Board Members that will be out of email contact for more than two days should advise the Board in advance.

EFA also has a number of other mailing lists, including those related to the Functional Teams (governance, policy, system, etc) and topic-specific discussion lists open to the membership and general public. Board members should distinguish between personal and 'Board' views on these lists, as appropriate.

Board Meetings

Board meetings are held via teleconference at least once every two months. Occasionally the Board meets in real life, at most once per year. Any Board member that is absent for three consecutive meetings without providing apologies in advance may be subject to removal from the Board.

Publication of Board Member names and profiles on EFA Web site

The names and brief profiles of EFA Board members are published on EFA's web site on the [About Us page](#). It is expected that new Board members will provide a profile for publication on the web site very soon after being elected to the Board.

Board Member Duties and Responsibilities

Apart from responsibilities arising from holding the position of Board Member, as set out in the EFA Board Member Code of Conduct and under Operation of EFA Board above, volunteer Board Members' duties and responsibilities depend on what roles or activities they volunteer to undertake.

Various Board Members volunteer to take on specific responsibilities, such as office bearers - Chair, Vice-Chair, Secretary, Treasurer (office bearers are elected by the Board after the AGM), heading a sub-committee, etc, in addition to carrying out general work on behalf of EFA. Division of responsibilities is reviewed as and when the Board considers necessary, for example, when Board Members join or leave, or members' time availability changes.

Functional Teams

The majority of EFA's activities take place through a number of Functional Teams (technically constituted as Standing Committees). Board members are expected to join and actively contribute



to at least one of these teams, depending on their particular areas of interest and expertise. These teams have their own chairs and agendas and each requires a Board liaison to ensure effective communications with the Board.

- **Policy Team** - prepares submissions to parliamentary inquiries, committees and government reviews; drafts policy position statements and maintains relevant content on the website.
- **Governance Team** - oversees EFA's Governance arrangements.
- **Systems Team** - manages EFA's existing systems and plans and implements new systems.

Media Releases & Liaison

EFA has generally good relations with the media and maintains a media mailing list. EFA's principal media spokespersons are the Executive Officer and the Chair. Other Board members from time to time liaise with media representatives, within their area/s of responsibility or subject to being adequately familiar with relevant issue and EFA policy positions.

The Executive Officer is generally responsible for drafting and sending media releases, subject to approval from the Chair or other Board members as appropriate.

Social Media & Email Communications

EFA has a strong and active presence on social media, with over 14,000 Facebook followers across various pages and over 7,000 Twitter followers, as well as small LinkedIn and Instagram followings. EFA also maintains a number of relatively large opt-in mailing lists for general digital rights issues, and for campaign-specific purposes. The Executive Officer has primarily responsibility for managing these channels but Board members are encouraged to contribute. Board members are particularly encouraged to produce content, such as blog posts, for the [EFA website](#).

Responsibilities of Directors of a Company Limited by Guarantee

As noted above, a motion will be put to the 2017 AGM that EFA should adopt a new constitution and reincorporate as a Company Limited by Guarantee. Should that motion be adopted, the Board members in place at the conclusion of the 2017 AGM will become the initial Directors of Company Limited by Guarantee, for an initial term of 12 months.

Prospective Board members should therefore familiarise themselves with the responsibilities involving with being a Director of a Company Limited by Guarantee. Please see [ASIC's website](#).

Prospective Board members should be particularly aware that should they become a Director of a Company Limited by Guarantee, their name, date of birth and current residential address will need to be submitted to ASIC. Post office boxes cannot be provided for this purpose. This information will be accessible to any third party that pays the appropriate fee to one of ASIC's information brokers.

Responsibilities of Managing a Charity

It is also planned to register the organisation as a charity with the Australian Charities and Not-for-Profits Commission. Maintaining the organisation's registration as a charity will involve complying with the ACNC's various procedures. More information is available on the [ACNC website](#).