

The board is primarily responsible for governing, overseeing the affairs of, and making strategic decisions for TransFolk of WA and on behalf of its members.

The board members form the 'leadership group' of TransFolk. The roles and responsibilities of the board will vary depending on the context, strategic planning, and board member capacities, but is ultimately guided by the core principles set out in the constitution. Equally, the extent and scope of the board's authority is set out in TransFolk's constitution.

Responsibilities of the board

- Making decisions about planning, resources, strategic direction and goals
- Monitoring and reviewing the performance of TransFolk against its legal purposes and strategic plan
- Overseeing risk management
- Recruiting, overseeing and supporting the Chairperson
- Ensuring sustainability by monitoring its financial viability and finances
- Making decisions about whether to take disciplinary action against a member
- Reporting to members and stakeholders
- Ensuring we operate within the law

To properly oversee the affairs of TransFolk the board should consist of diverse members that possess a mix of different skill sets, knowledge and experiences.

The role of a board member

A board member has a defined role and responsibilities that they must perform. Generally, a board member is responsible for contributing to the collective decision making of the board. A board member can't make decisions for TransFolk independently of other board members.

A board member is responsible for:

- Understanding the operations of TransFolk and being aware of key developments
- Attending and participating in board meetings
- Being active in the organisation
- Attending the Annual General Meeting
- Providing advice, opinions and independent judgment to inform board decisions
- Declaring and monitoring actual or perceived conflicts of interest
- Governing and overseeing TransFolk's operations and performance

The TransFolk board has four Officer positions with defined roles:

- Chairperson – runs meetings and usually represents the organisation at public events
- Vice-Chairperson – takes on the role of the Chair when that person is unavailable
- Treasurer – deals with the financial affairs of the organisation
- Secretary – reports to the relevant regulators, organises meetings, deals with documents and maintains records

The difference between a board member's role and other roles

A board member's role is a strategic position and is responsible for governing TransFolk. This should not be confused with the management and operational aspects (that is, the everyday running of the organisation). As a board member, it's not your responsibility to perform or be involved in the day-to-day running. It is your shared responsibility to provide overall good governance. Though volunteers may also be board members, these roles are distinct in their concerns and purposes.

The board may delegate certain powers to senior officers, such as the Chair or Treasurer, or create committees with special powers. Delegating certain decision-making powers and responsibilities allows routine operational matters to be dealt with by authorised individuals, on behalf of our organisation. It's important to remember, however, that the board remains ultimately responsible, even if it has delegated certain matters.

Legal obligations

There are four main legal obligations for board members, that are set out in law:

The duty to act in good faith and for proper purposes.

This requires board members to act honestly, fairly and loyally in furthering the best interests of TransFolk. This means you must put the interests of TransFolk above your own when making board decisions. Board members must also act only for proper purposes. This means when you make decisions, they must be made for the purpose of benefitting your organisation. You should familiarise yourself with the constitution to understand the power conferred on the board and ensure the board only makes decisions within the scope of this power.

The duty to act with reasonable skill, care and diligence

Board members are required to monitor and make decisions about strategic direction and keep on top of financial affairs. You must take your role seriously and give time, thought and energy to the tasks you must perform. You are specifically encouraged to become familiar with the financial side of TransFolk, as this is a major component of governance and of your due diligence.

Duty not to dishonestly use position or information

Board members hold a position of power and trust. You will have access to confidential and important information. It's important that you don't use your position or information to gain an advantage for yourself. A board member is required to use their position, and all information they encounter because of their position, to benefit the TransFolk and its members as a community.

Duty to avoid conflicts of interest

Conflicts of interest are common and having a conflict of interest is not necessarily a breach of this duty as long as it is disclosed and managed properly. A conflict of interest arises where a board member finds themselves in a position where their own interests, or someone else's interests (such as a friend) clash with the interests of the organisation. If you realise that you have a conflict of interest you must disclose that interest to the board as soon as possible and avoid taking part in board decisions that relate to your conflict of interest. You may still be able to participate, but it is an important part of governance to keep a record of stating your potential conflicts and making the board aware.

Expectations of board members

- Have a comprehensive understanding of TransFolk's constitution
- Attend board meetings and respond to communications
- Fulfill legal obligations of being a non-for-profit board member
- Guide the vision, purpose and strategic direction of TransFolk
- Communicate relevant opportunities, connections and projects to the board
- Complete work outside of board meetings to support the governance of TransFolk
- Hold the organisation accountable to the vision and purpose of TransFolk
- Provide advice and feedback on projects proposed/initiated by the management and/or volunteers

In summary

While TransFolk is a small organisation, its obligations under the law and as per the constitution are still serious, and breaches of law or failure to meet obligations are serious matters. We encourage all board members to become familiar with the constitution and their obligations and powers, so that we can work together with a shared understanding of the organisation and of the board.