

# JOB DESCRIPTION

## AgForce Board Directors



AgForce Queensland Farmers Limited (AgForce) is the state's peak advocacy group representing the interests of the broadacre agriculture industry. Advocating on behalf of thousands of primary producers, AgForce is an independent, non-governmental, voluntary organisation with a purpose to:

***"Advance Sustainable Agribusiness"***

AgForce Directors, employees, volunteers and elected representatives are required to behave in an appropriate professional manner and uphold organisational values and adhere to our code of conduct while representing the organisation.

### JOB PURPOSE

#### **General Duties:**

- Represent the interests of the AgForce Board and its policies in the broader community
- Participate in developing Strategy and Policy for the betterment of the commodity-specific area and broader industry
- Responsible for forging a strong and mutually trusting working relationship with the CEO who is responsible for the day-to-day management of AgForce
- Work effectively with and through the CEO who is responsible for operational activities and all employees
- Attend scheduled Board Meetings, preparing thoroughly for and actively participating in all meetings
- Actively participate in Board committees and other external committees as required
- Uphold standards of behaviour as outlined in the Code of Conduct for Directors
- Comply with AgForce Policies and Procedures contained with the Governance Manual
- Promote membership of AgForce
- The relationship between a Director and AgForce is a fiduciary one which means that each Director is to act in the best interests of AgForce to the exclusion of any personal interests.

#### **Duties of Directors (Cl 58 Constitution)**

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 6;

- c) not to misuse their position as a director;
- d) not to misuse information they gain in their role as a director;
- e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 59;
- f) to ensure that the financial affairs of the Company are managed responsibly; and
- g) not to allow the Company to operate while it is insolvent.

## **Powers of the Board (Cl 52 Constitution)**

*The Board is responsible for:*

- a) Managing and directing the activities of the company to achieve the organisations' purpose;
- b) The general control and management of the property and funds of AgForce;
- c) Authority to interpret the meaning of the constitution and any matter relating to the Company on which the constitution and any by-laws made under Cl107 are silent;
- d) Policy development, including any policies at a regional level
- e) Must decide on the responsible financial management including:
  - Any suitable written delegations of authority
  - How money will be managed, such as electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved

## **Functions of the Board (Cl 54 Constitution)**

*The Board may exercise all the powers of the Company:*

- a) to borrow or raise or secure the payment of money in such manner as the Board may think fit and secure the same for the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, and to purchase, redeem or pay off any of these securities;
- b) to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company and to provide and pay off any of these securities.
- c) to take a lease of or purchase an office for the use of the Company; and
- d) to invest in accordance with the policy of the Company.

## AgForce Governance Manual Framework

