



Landcare
Association of
South Australia

Landcare Association of South Australia Inc

A member of the National Landcare Network

ABN 20 341 395 200



**National
Landcare
Network**

Roles and responsibilities at the Landcare Association of SA

Established: August 2021 **Next Review:** August 2022
Owner: Committee Chair
Related Documents: Code of Conduct - Gov002

The following document clearly defines the roles and responsibilities at LASA.

The LASA Chairperson

The Chairperson has an important role as a leader within the organisation, as well as the legal duty of ensuring orderly and correctly conducted meetings. The Chairperson is responsible for leading the Committee and focusing it on strategic matters, overseeing the Organisation's business and setting high governance and interpersonal standards.

The chair acts as an important link between the committee and the organisation's personnel via the EO. The role of the chair is not defined in the Corporations Act 2001; thus, many functions of the chair are customary rather than formalised by law.

The chair is responsible for leadership of the committee including:

- facilitating proper information flow to the committee.
- facilitating the effective functioning of the committee including managing the conduct, frequency, and length of committee meetings.
- communicating the views of the committee, in conjunction with the EO, to the organisation's security holders, broader stakeholders and to the public.

In performing his/her role, the chair's responsibilities also include:

- In consultation with the EO/ secretary:
 - setting the agenda for the matters to be considered by the committee.
 - seeking to ensure that the information provided to the committee is relevant, accurate, timely and sufficient to keep the committee appropriately informed of the performance of the organisation and of any developments that may have a material impact on the organisation or its performance.
 - seeking to ensure that communications with stakeholders and the public are accurate and effective.
- Seeking to ensure that the committee has the opportunity to maintain adequate understanding of the organisation's financial position, strategic performance, operations and affairs generally and the opportunities and challenges facing the organisation.
- Facilitating open and constructive communications amongst committee members and encouraging their contribution to committee deliberations.



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- Overseeing and facilitating committee and subcommittee member evaluation reviews and succession planning.
- Liaising and interfacing with the EO as the primary contact between the committee and personnel; and
- Liaising with and counselling, as appropriate, committee members.

Subject to the terms of the constitution, the chair is appointed by the committee from amongst its members and holds office at the discretion of the committee until removed from office by the committee or until the chair resigns from office or is no longer a committee member.

In the absence of the chair, the deputy chair (if there is one appointed by the board) or the senior or lead independent director, should assume the role that otherwise would be performed by the chair if the chair was not absent.

Chair Role within the Committee Meeting environment

- Acting as an important link between the committee and management but without necessarily preventing direct access of fellow directors.
- Establishing and maintaining an effective working relationship with the EO.
- Setting the tone for the committee, including the establishment of a common purpose.
- Chairing committee meetings efficiently and shaping the agenda in relation to goals, strategy, budget and executive performance.
- Obtaining appropriate information to present to the committee.
- Encouraging contributions by all committee members and seeking consensus when making decisions.
- Motivating committee board members and where appropriate dealing with underperformance.
- Overseeing the process for appraising committee members individually and the committee as a whole.
- Overseeing negotiations for the EO's employment and evaluating the EO's performance.
- Planning for EO succession.
- Assisting with the selection of committee members.



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Chair Role outside the Committee Meeting environment

- Communicating with stakeholders and members on behalf of the committee and on matters of corporate governance.
- Being available to speak with and advocate for the organisation with government, funding organisations and significant stakeholders.

The LASA Deputy Chairperson

Deputy chair (or a senior Committee member if a deputy chair is not formally appointed or is unavailable)

The deputy chair (if one is appointed), or the senior Committee member, if a deputy chair is not formally appointed, has the following responsibilities:

- To perform the role and functions of the chair in the absence of the chair for any reason.
- To be available to facilitate the following matters when and as appropriate and required:
 - chair succession planning;
 - approvals and actions required to be performed by the chair under the constitution, or the organisational policies, where the chair actually or potentially may be compromised due to personal or other conflict of interest.
- At the request of the chair, to support the chair in the performance of the role and function of the chair.

As with the chair, accepted good corporate governance practice recommends the deputy chair should not also be the EO.



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The LASA Executive Officer (EO)

The Executive Officer is the person responsible for the day to day running the operations of LASA. In terms of overall management, the EO has oversight and responsibility of the organisation, takes responsibility for:

- the appointment and management of personnel as directed or approved by the LASA Management Committee .
- setting up, maintaining, and reviewing organisational structure, systems, policies, processes, and procedures, to guide, support, inform, service and monitor the prime functions of the organisation.
- develop business plans, budgets and strategies for Committee approval and implement business plans and strategies as approved by the Committee
- conduct the business of the organisation within the approved governance charter of the organisation
- ensuring legal, ethical, and professional practices and boundaries consistent with the organisation's code of conduct/values are adhered to.
- identify and manage operational risks for the organisation and, where those risks could have a material impact on the organisation, formulating strategies for managing and mitigating those risks, including for consideration and endorsement (as applicable) by the Committee
- ensuring financial activities are managed within agreed budgets and informing the board in a timely manner should the EO become aware of any material adverse movements to the budget.
- ensuring effective and efficient functioning of the organisation and all its operations including key tasks as follows:
 - Policy – writing and reviewing and presenting to LASA MC for endorsement
 - Advocacy – on member groups behalf with government and key stakeholders eg DEW
 - Education and professional development – particularly for members and MC members
 - Certification – ensuring insurances and relevant documentation are up to date.
 - Member services – serving Landcare member groups.
 - Communications – newsletter, website, social media
 - Marketing – promoting LASA and increasing LASA membership.
 - Sponsorship – seeking funding and sponsorship opportunities.
 - Finance and administration – working with the LASA treasurer and any contracted third-party bookkeeper.

Delivery of many of these activities is through collaboration and coordination with the Management Committee, staff, contractors, volunteers, and industry stakeholders. The Executive Officer needs to be a high energy all-rounder, who has skills in the cultivation of relationships for advocacy and



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sponsorship. The Executive Officer must approach the role in a strategic way, making the most of opportunities and managing a demanding workload in a way that delivers quality services and that maximises the organisation's positive exposure.

Leadership:

- With respect to leadership, the EO should:
 - provide strong, clear leadership to the organisation.
 - ensure the organisation's code of conduct/values is a living document, regularly updated, monitored, and communicated.
 - provide internal leadership direction, goals, and energy to the organisation's personnel.
 - create and sustain a culture of innovation and enablement, underpinned by and expressing the values and philosophy of the organisation
 - monitor and interpret the external environment to continually position the organisation in its markets to best advantage.
 - maintain awareness of political, governmental, business and industry components of the external environment, on a local, national, and international level.
 - participate in appropriate business and professional associations, networks, and activities relevant to the organisation's interests.
 - ensure relationship building with external stakeholders.

Integrity:

The EO must always act with integrity, personally behaving and conducting him/herself:

- consistent with the organisation's code of conduct/values.
- in such a manner so as not to bring the organisation into disrepute or disrespect.

Desirable working relationship between the EO and the Committee? A most important role of the Committee is to appoint and work effectively with the EO. In practice the two are mutually dependent on one another. The Committee relies on the EO to provide input into strategic development, implement strategy, communicate agreed perspective, and alert the Committee to material issues that are relevant and material to the organisation. The EO relies on the Committee for delegation of authority, clear direction, mentoring and support.



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The LASA Management Committee

It is important for the effective provision of quality services, that Committee members understand that there are many skills required to be an effective member of a management committee.

Appropriate Skills include but are not limited to:

- Strategic expertise – the ability to set and review strategy through constructive planning, questioning and suggestion.
- Accounting/Financial literacy – the ability to read and comprehend the accounts and the financial material presented to the board, in addition to understanding financial reporting requirements recent court cases have emphasised the need for basic financial literacy for all Committee members.
- Legal skill – the ability to understand and oversee compliance with numerous laws.
- Managing risk – experience in risk management and mitigation principles.
- Human resource skills – experience in human resource management.
- Marketing and communications – experience in media and marketing.
- Industry knowledge – experience in similar organisations or industries.
- Information technology – there is a growing need for committee members with an understanding of information and communication technology.

The Management Committee's key roles are mainly governance and oversight of the following:

- Purpose and Strategy - Establish LASA's primary purpose, goals and principles; review and monitor progress – eg. as outlined in the LASA 2021 – 2025 Strategic Plan.
- Roles and Responsibilities –
 - Ensure that staff and volunteers' skills are being utilised appropriately; oversee, monitor and support hosting arrangements as applicable.
 - The LASA Chairperson, any external contracted agency delegate and one other LASA MC member are involved in a yearly EO performance review.
- Committee composition
- Committee effectiveness –
 - Ensure that the committee functions well, meetings are effective, decisions are made, and members participate fully. (Refer to the ***Terms of Reference*** for more information on effective functioning.)
- Risk Management
- Performance
- Accountability and Transparency-



Roles and responsibilities at the Landcare Association of SA

- Ensure that funders and agencies receive full reports on activities and use of resources.
- Adhere to the Constitution; ensuring that the organisation abides by its governing instruments and obeys the law.
- Stakeholder engagement
- Conduct and Compliance
- Culture

The list identifies the main roles of the committee. The Management Committee may delegate some of these responsibilities to staff or sub-committees, however the Management Committee will always remain accountable for them.



The LASA Office Bearers

The following outlines the roles of the LASA office bearers.

Treasurer

- Ensure that accurate periodic and ad hoc financial reports are provided to the Management Committee in a timely fashion. Liaise as required with service providers to achieve this.

Secretary

- Receive and record formal communication relating to Management Committee membership eg. Nominations for committee membership, resignations, nomination of proxies and lodgement of proxy votes at General Meetings.

National Landcare Network (NLN) State and Territory Organisation (STO) Representatives

- Participate fully to the best of their ability, including regular attendance at NLN STO meetings.
- Provide timely information exchange including periodic reports to the NLN and to LASA groups in NLN deliberations.