

# ASA Director Position Description

## Different Types of Directors

The Australasian Sonographers Association (ASA) may appoint three different classes of directors.

### General Directors

General Directors, who must be Accredited Medical Sonographer Members, are elected by the membership as vacancies arise immediately before each annual general meeting. General Directors hold office for a three-year term and may stand for re-election so long as their total period of office does not exceed nine years.

### External Directors

External Directors are appointed by the Board. They must not be members of the ASA. Their role is to strengthen the Board by bringing skills which General Directors may not possess, such as financial management or governance expertise. External Directors hold office for a term set by the Board.

### Casual Directors

Casual Directors, who must also be Accredited Medical Sonographer Members, can be appointed by the Board if there are fewer than seven General Directors. Casual Directors only hold office until the next annual general meeting after their appointment, but may seek election as a General Director to extend their term.

## Responsibilities

All Directors are responsible for the strategic direction and oversight of ASA. They provide overall governance to ASA, overseeing both performance and compliance in accordance with ASA's purpose and objectives.

Directors do not have operational responsibility. The Board ensures effectiveness of all operations of the Association by delegating authority to, and working closely with, the CEO.

In particular, each Director is expected work collectively with all other Directors to:

- determine, develop, review and maintain ASA's vision, purpose, strategy, and values
- appoint, evaluate and, if required, terminate the employment of the CEO
- support the CEO to implement strategy in accordance with the direction agreed to by the Board
- review operational recommendations from the CEO
- oversee ASA's financial performance, and in particular to ensure that ASA does not trade whilst insolvent
- represent ASA to stakeholders as required
- stay informed about developments in the professional of sonography and emerging issues relevant to ASA

## Values and Behaviours

All Directors are expected to adhere to the following values and behaviours:

**Responsiveness**, demonstrated by:

- frank, impartial and timely discussions of matters before the Board or a Board Committee

- timely attention to allocated tasks and responsibilities.

**Integrity**, demonstrated by:

- honest, open and transparent dealing with the President, the Vice-President, other Directors, the CEO and the Company Secretary
- responsible exercise of powers for the objects of ASA
- avoidance of conflicts of interest and disclosure of conflicts as required
- conduct which earns and sustains public trust in ASA

**Impartiality**, demonstrated by:

- making decisions, and providing advice and guidance, on merit and without bias, caprice, favouritism or self-interest
- fairly and objectively considering all relevant facts and criteria
- not lobbying other Directors outside Board or Committee meetings to gain support for a personal view about a matter before the Board or a Board Committee
- avoiding any groupings which seek to exclude some Directors from discussions and decisions which are required to be made collectively by the Board or a Board Committee

**Accountability**, demonstrated by:

- accepting personal and collective Board and Board Committee responsibility for decisions and actions
- willingness to submit to appropriate scrutiny
- willingness to reflect on and improve any aspect of performance

**Respect**, demonstrated by:

- treating the President, Vice-President, all other Directors, the CEO, the Company Secretary, other staff members at ASA, stakeholders and members of the public fairly and objectively
- ensuring freedom from discrimination, harassment and bullying

**Leadership**, demonstrated by:

- supporting Board decisions
- acting cohesively as a member of the Board
- promoting these and other ASA values both within ASA and to stakeholders
- promoting best governance practices
- reporting improper conduct to the President or the Company Secretary

**Preparedness**, demonstrated by:

- reading and considering the papers circulated before a meeting;
- bringing an independent mind to meetings; and
- contributing to Board and Committee deliberations constructively, to acknowledge contrary views respectfully and through discussion to try to arrive at a consensus.

## Exercise of Duties

All Directors are required to comply with ACNC Governance Standard 5 by:

- exercising their powers and discharging their duties with reasonable care and diligence;
- exercising their powers and discharging their duties in good faith in the best interests of ASA, and for a proper purpose;
- not improperly using their position to gain an advantage for themselves or someone else, or cause detriment to ASA;
- not improperly using information obtained through their office as a Director to gain an advantage for themselves or someone else, or cause detriment to ASA; and
- disclosing actual, potential or perceived conflicts of interest.

### 3.2 Conduct at Board and Committee Meetings

## Interactions with Staff Members

In their interactions with staff members, Directors should observe the boundaries between the Board's strategic and oversight roles, and the operational responsibilities of the Chief Executive Officer. Directors, in their capacity as Board members, should generally only contact staff members with the knowledge of the Chief Executive Officer.

## Avoidance of Harm to ASA

Directors must not engage in activities that are likely to bring any Director, the Board or ASA into disrepute, or which may harm ASA's reputation.

## Good Character

The law and ASA's Board policies require all Directors to be of good character. Probity checks are carried out before a Director is first elected or appointed, and annually through their term of office.