



NSWIC
NEW SOUTH WALES
IRRIGATORS'
COUNCIL

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Being a Director of NSW Irrigators' Council

2014

Background

NSW Irrigators Council (NSWIC) is the peak body representing holders of water access entitlements across the State.

The Council is made up of a range of Member organisations, covering regional groups (in all areas of the State), commodity groups, irrigation infrastructure operators and state wide representative groups.

Formed in September 1983, the Council itself is made up of a series of Delegates from each Member organisation. The Council is the senior policy making entity of the organisation. It elects a Board to oversee the operation of the organisational wing of Council. On a day to day basis, the organisation is engaged in lobbying, advocacy, policy research, media relations and public relations.

For more information on the Council, see our website – www.nswic.org.au

The Council is an incorporated entity. We are a public company limited by guarantee. Our Members are our shareholders. We're governed by a Constitution, which is available in the "Members Only" section of our website.

About This Document

Council has gained a great deal of profile and respect in water policy matters not only in NSW but nationally. A great deal of credit for that can be attributed to the people involved at both Delegate level and also our Board.

Our ability to attract relevant organisations and have them engage actively with us by nominating high quality individuals has been a key to our success. Leadership of our Council by a high quality Board is essential to ensure a viable future.

Council recognises that voluntary Board roles such as this can be quite demanding, both in time and exposure. This document is designed to give you an understanding of the role, responsibility, expectations and time demands placed on a Director of our Council. It is designed to encourage our Member organisations to look to their future – and to the future of all water access license holders – by encouraging potential Delegates to actively considering service on the Board of NSWIC.

Role of a Director

Six Directors are elected to the Board of NSWIC by the full Council to serve a two year term. Three positions become vacant for election at our November Annual General Meeting each year.

Any Delegate to Council is eligible to stand for election to the Board, with the proviso that they must remain a Delegate during their term of service or be automatically excluded from Board eligibility.

The primary role of the Board is to guide the day to day operations of the Council. Whilst technically it holds the authority of Council between meetings, the Board is very cautious in exercising that power. It prefers, where possible, to leave matters of policy to the full Council.

Matters on a standard Board agenda range from consideration of new projects, approval of the annual budget, deliberating on matters relevant to irrigators that must remain confidential or annual operating plans pursuant to our five year strategic plan. The Board is supported by the Chief Executive Officer of Council.

Basic Responsibilities of a Director

The responsibilities of a Director are contained in the first instance with the *Corporations Act*, with which Directors must ensure they (and the company) comply. These responsibilities are extended in certain areas via the company constitution. The Board also adheres to a range of policies and protocols for Directors which can be provided on request, but by course are provided to Directors on their first being elected.

Directors are expected to;

- attend all Board meetings;
- have read the agenda and briefing materials prior to the meeting;
- participate in debate and discussion on a range of matters;
- vote on operational matters where required; and
- vote on appointment to Board positions.

As well as considering matters raised by others Directors, Board members are expected to bring matters, where relevant, from their own organisation (or others) to Council for consideration. This will involve the preparation of motions and supporting documents, with support either from your organisation or NSWIC. Importantly, Directors must be able to distinguish between their role as a Delegate from a Member organisation and the Director role which requires consideration of all Members interests.

Should the need arise, Directors can appoint an alternate for a given period of time to discharge their duties and obligations. Such appointment requires the approval of the Board.

Along with formal meetings, Directors should also expect reasonably frequent email traffic seeking their input or consideration of matters that may need expeditious

treatment and response. On average, two pieces of email correspondence per week (in addition to Delegate traffic) should be anticipated.

Finally, all media comment generated by our office by protocol requires the approval of two Directors prior to release. This will generally involve the Chairman at first point of contact and the Vice Chairman at the second point, but often unavailability on an immediate basis sees telephone calls placed to other Directors on a rotational basis. In light of this, it is expected that Directors have a reasonable understanding of the issues that Council is engaged in.

Extended Responsibilities

The Board elects a Chairman, Vice Chairman, Chairman of Audit and Risk and Chairman of Governance and Remuneration Committees from its ranks. The two Directors who are not engaged in these roles are then expected to serve as a member on either of the latter two Committees.

The role of Chairman carries both significant time demand and responsibility. The role holds the authority of the Board in periods between meetings and hence that of the full Council if necessary. The Chairman is regularly called upon for media comment and hence is expected to have a firm grasp of issues in which NSWIC is engaged and the policy positions adopted. The Chairman liaises regularly (generally twice per week) with the Chief Executive Officer via telephone. Finally, the Chairman oversees both Council and Board meetings from the Chair.

The Chairman's role carries an honorarium set annually in the Budget, currently standing at \$35,000. Expenses associated with carrying out the role (but not attendance at Council meetings as a Delegate) are paid by NSWIC. By convention, the Chairman is the NSWIC nominee to the NSW Natural Resources Advisory Council which places further time demands on the incumbent. That role carries a similar honorarium and expenses are covered by that organisation.

The role of Vice Chairman is no different to any other organisation in that it essentially backs the Chairman as required, and stands in for the Chairman when required.

The role of Chairman of the Audit and Risk Committee (CAR) combines the more traditional role of Treasurer with the modern role of risk identification and compliance. The CAR oversees the annual development of a Budget (completed by office staff but presented to the Board by the CAR), the tracking of the Budget during the course of the year and liaises with the company's auditors. He or she Chairs meetings of the Committee (generally three times per year prior to Board meetings) at which, with the assistance of the CEO, significant risk areas are identified and dealt with accordingly.

The role of Chairman of the Governance and Remuneration Committee (GR) oversees executive remuneration together with both organisations and Board governance. It meets at the same time, generally, as the AR Committee.

Time Demands on Directors

Our Board meets “face to face” a minimum of three times per year in Sydney on the evening prior to Council meetings. On average, a further one or two face to face meetings per year are held, generally in Sydney. When required, the Board also meets via teleconference.

On average, Directors could expect the Board to meet between five and ten times per year, with three of those being in conjunction with a Council meeting, one being a standalone face to face meeting and the balance being via teleconference.

NSWIC recognises that our Directors – and potential Directors – are often limited in the time that they can offer. We do our best to minimise the time commitment involved, although it is not insignificant and should not be taken lightly.

Very important...

Irrigators need NSW Irrigators Council – but Council is only as strong as the people who guide it.

Council also needs irrigators.

We need you.

Please don't hesitate to get in touch with our office (02) 9251 8466 if you have any questions about the role of a Director. We're happy to assist at any time.