

ROLES and DUTIES  
of the  
*WILDCARE* Inc  
BOARD OF MANAGEMENT



## **Role of the WILDCARE Inc Board of Management**

**The fundamental role of the WILDCARE Board of Management, and duty of its members, is to ensure the objectives of WILDCARE Inc, as set out in the WILDCARE Rules (Constitution), are pursued.**

**Board members are actively involved in the management and administration of WILDCARE Inc, participating in the carrying out of the objectives, fundraising and all aspects of WILDCARE Inc operations;**

WILDCARE Inc Board of Management members also:

- ensure good financial management and administration processes exist and operate for WILDCARE Inc
- ensure that WILDCARE Inc does not incur debts while insolvent. (Note: Board members have potential personal liability if the WILDCARE Inc Board of Management makes a decision that incurs a debt while insolvent)
- ensure that actions and decisions of the Board of Management are in the best interests of, and in pursuit of, the objectives of WILDCARE Inc as described in the WILDCARE Inc Rules
- ensure that the objectives and procedures of the WILDCARE Gift Fund, as set out in the WILDCARE Inc Rules and the WILDCARE Gift Fund Operating Guidelines, are pursued and met.
- ensure that processes and services to WILDCARE Inc members and WILDCARE Inc Branches (Groups) are appropriate and delivered to a high standard,
- oversee the activities of Branches (Groups) to ensure that they are compatible with WILDCARE Inc Objectives and are in accordance with the WILDCARE Inc Group Operating Guidelines

## **Duties of WILDCARE Inc Board Members**

Members of the WILDCARE Inc Board of Management have legal and common law duties -

- to act in good faith in the best interests of the objectives of WILDCARE Inc
- to not exercise powers provided by their position on the WILDCARE Inc Board of Management for any purpose other than for the objectives of WILDCARE Inc;
- to act and make decisions with care and diligence:
  - by making decisions in good faith for a proper purpose
  - by declaring any potential conflict of interest that may result in personal gain. Particular care must also be taken by Board members appointed by and representing a partner organisation, to ensure that they are acting in the interests of the objectives of WILDCARE Inc and not just in the interests of the partner organisation.
  - by being informed about the subject matter; and

- by believing that decisions made are in the best interests of WILDCARE Inc;
- not to use their position or information gained for a personal advantage or for the advantage of someone else, or in a way which causes detriment to WILDCARE Inc. (For example, becoming aware of current or potential donors to WILDCARE Inc and then using that information to approach those donors for another organisation);

Board members have an obligation to participate in, and ensure, proper management and administration of WILDCARE Inc.

Board members should bear in mind that they cannot avoid responsibility and liability by not attending meetings or by not reading Board papers.

Though it may be permissible to rely on information provided by others, a Board member must first consider:

- the person's competence; and
- the reliability of the information,

in the context of the Board member's own knowledge of WILDCARE Inc and the relevant matter.

### **Board Member Duties in regard to the WILDCARE Gift Fund**

Members of the WILDCARE Board of Management have duties in regard to the WILDCARE Gift Fund.

- to acquaint themselves with the terms and procedures of the Gift Fund Rules;
- to protect and preserve the Gift Fund income and property;
- to exercise discretionary powers or discretions in good faith, upon a real and genuine consideration and according to the purpose for which the power was conferred;
- not to delegate duties except to the WILDCARE Gift Fund Committee as outlined in the Gift Fund Rules;
- review the performance (individually and as a whole) of WILDCARE Gift Fund investments at least once every year,
- ensure the WILDCARE Gift Fund Committee is collecting and disbursing funds in accordance with the objectives for which it was established, and in accordance with tax law, Environmental Organisation and Deductible Gift Recipient requirements
- Board members receive Expressions of Interest in membership of the WILDCARE Gift Fund Committee, and are responsible for selection, appointment and termination of Gift Fund Committee members, usually within a framework of three-year terms of appointment.

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