



## COMMITTEE TERMS OF REFERENCE BOARD MEMBER

Board Members will –

- Act as a member of the Board of Directors fulfilling the requirements as outlined in Clause 19 of the [BIAV Constitution](#)
- Adhere to all other aspects of the Articles of Association, as well as to the [Code of Practice](#) and all other Policy related documents of the company.
- Attend Board and General Meetings as required in the Articles which will ordinarily be the majority of 10-11 Board meetings and one Annual General Meeting per year.
- As part of the Board, ensure sound financial planning and management, including a suite of appropriate insurances, one of which will be to cover Directors and Officers.
- Work with fellow Board members, oversee the strategic direction of the company and in particular the [2018 to 2021 Strategic Plan](#)
- Recognise and strive for the Vision (A thriving Boating Industry) and Mission of the company, along with fellow Board members.
- Be an ambassador and positive spokesperson for the company.
- Sign and adhere to the Director's Integrity Statement as follows –

**As a member of the Board of the Boating Industry Association of Victoria I declare:**

1. Good governance is essential to maintaining trust between the Association and its members
2. The Association is a not for profit organization that exists for the benefit of its members. Accordingly, I will aim to promote its value and attitudes of service, integrity, accountability and personal responsibility, commensurate with good management principals
3. I shall act at all times and in all matters in the best interests of the Association
4. I acknowledge my duty to ensure that the management of the Association is competent, ethical and prudent and that its acts in the best interests of the Association
5. I shall at all times act honestly, and in good faith in the exercise of my powers and the discharge of my duties of office
6. I have a duty to use due care and diligence in fulfilling the function of office and in exercising the powers attached to that office

7. I shall not take improper advantage of my position, nor allow personal, family or business interests to conflict with the interests of the Association
8. I will not engage in conduct likely to bring discredit upon the Association
9. I acknowledge that the Board and its Committee proceedings are confidential
10. I acknowledge that I am bound to support the decisions of the Board once formally approved, irrespective of my vote (or lack thereof in my absence)
11. I agree and undertake that for so long as I remain a director of BIAV, I will not act in any matter contrary to the business and general interests of BIAV at any time. This undertaking shall remain in effect for a period of not less than two years following my resignation from the Board of BIA V
12. I agree to be bound by this statement. If I find I am unable to meet or continue to meet the requirement of this Integrity statement I will tender my resignation to the Board.

