

BOARD SECRETARY POSITION DESCRIPTION

ABOUT VINC

Victorian Indigenous Nurseries Co-operative (VINC) propagates and supplies local native (indigenous) plants to local government and government agencies for bushland re-vegetation. VINC also supply schools, community groups, landscape gardeners and members of the public through the retail section.

VINC is a not-for-profit co-operative run by a Board of Management and has both paid staff and volunteers. Currently over 600 individuals, organisations and businesses belong.

VINC's primary objectives are to supply the local community with quality, sustainably grown plants, to promote bio-diversity and to demonstrate the benefits of using indigenous plants through workshops, outreach and education. VINC sources seed and cuttings from local areas to ensure plants are genetically suited to the areas we supply. For further information on VINC please see the website at <https://www.vinc.net.au>

ROLE PURPOSE

The secretary is a statutory (legally required) officer, who is the primary point of contact between the regulators (especially Consumer Affairs Victoria) and the co-operative. This role is a voluntary role as part of a voluntary Board of Management comprised of six Board members, including this role.

ROLE RESPONSIBILITIES

Ensuring that the co-operative meets its legal compliance obligations. Co-operatives National Regulations outline the following duties. If the co-operative contravenes any of the listed requirements, the secretary is held responsible for the contravention under the Cooperative National Law:

- Ensuring the co-operative's name appears in legible characters on each seal of the co-operative, in all notices, advertisements and other official publications of the co-operative, and in all its business documents.
- Ensuring the co-operative has a registered office which has a publicly and conspicuously displayed notice of the co-operative's name and the fact that the premises is the cooperative's registered office, and providing the Registrar of co-operatives (Consumer Affairs Victoria) with written notice of a new address within 28 days.
- Lodging notice within 28 days of the appointment, or cessation of appointment, of directors and officers with the Registrar.
- Filing with the Registrar, within 28 days, a notice of the address at which registers are kept if at any time they are not held at the co-operative's registered office.
- Ensuring financial records are retained for seven years after transactions are completed.
- Lodging annual reports with the Registrar and half-year reports with the Registrar if required (disclosing entities).
- Relodging financial statements or directors' reports to the Registrar if they are amended after lodgement and notifying members of the amendments.
- Notifying the Registrar of the appointment of an auditor.
- Responsibility for keeping official registers (members, directors, securities - including share register if the co-operative has shares)

BOARD SECRETARY POSITION DESCRIPTION

- Maintaining registers and being the returning officer for postal ballots if another person is not appointed.
- Monitoring governance policies and procedures, including:
 - Calling and scheduling Board meetings;
 - Developing and issuing Board agendas with the Chair;
 - Board minutes, ensuring a proper record of all meetings is made and stored in the minute book (all meeting minutes should be signed and dated by the Chair);
 - Coordinating the induction and professional development of directors;
 - Assisting the Board and interested members in relation to board nomination processes and acting as returning officer for elections; and
 - Undertaking the responsibilities of a general Board member.

GENERAL BOARD RESPONSIBILITIES

Directors must serve to the best of their ability, represent the interests of members impartially and put members' interests first, be accountable for financial management, and ensure members are informed while not disclosing confidential information. They need to monitor whether the co-operative is meeting or exceeding cash flow and profit and loss forecasts and paying its bills on time. They also need to make sure the co-operative is meeting its objectives, sticking to the rules and meeting legal requirements.

Key accountabilities of the Board of Directors include:

- Approve the vision, mission and values of the organisation;
- Set the strategic directions and approve strategic implementation plans;
- Approve annual budgets, investment strategy, and borrowings, whether to issue shares and declare dividends;
- Approve insurance policies, including Directors' & Officers' Insurance Policy;
- Approve annual financial statements;
- Approve a Risk Management Strategy and Framework;
- Identify Board committees required and approve Terms of Reference for Board committees;
- Make appointments to Board Committees;
- Appoint and remove the Chair and the Secretary;
- Appoint and remove the Manager, evaluate the work performance of the Manager, and determine the Manager's remuneration;
- Approve salary and human resource management policies;
- Monitor ongoing business performance;
- Approve Members, consider applications for membership (and approve or reject them), and review each member's compliance with the provisions of active membership prior to each Annual General Meeting;
- Ensuring board policies are implemented by management;
- Determine what decisions and authorities can be delegated to the Manager; and

BOARD SECRETARY POSITION DESCRIPTION

- Undertake periodic review of its own performance.

QUALIFICATIONS

- A strong knowledge of Co-operative National Law as they are required to support VINC to meet its legal obligations under this Law
- Individuals with legal or corporate secretary training and experience with co-operatives would be beneficial

CAPACITY

- The individual will need to have sufficient time to attend Board meetings and undertake the activities listed above in the agreed timeframe. Board meetings occur every two months with project work in between. This is likely to be at least 3 days per month spread across the month and may peak around AGM time and the appointment of new Directors.