

Board of Directors Duties and Responsibilities

I. Duties and Responsibilities

The principle role of directors is stewardship of the Business Coalition for Women (the Coalition), in order to deliver high quality services to members and to establish the Coalition as the innovative and inclusive driver of business growth through positive change for women in Papua New Guinea.

The principle responsibilities of the directors as stewards of the Coalition are as follows:

- i. To attend all board meetings and general meetings of the Coalition in person or via phone or webcast. If a director is unable to attend a meeting due to an unavoidable conflict, a proxy may attend on his or her behalf. As agreed at the inaugural meeting of the Board in March 2014, if a director misses two consecutive meetings he/she forfeits his/her directorship.
- ii. Board members agree to act as spokespersons for the promotion of gender equality in the private sector and for the Coalition, both individually and collectively.
- iii. The directors are responsible for identifying and recruiting new members to build a strong network of private sector organisations to drive progress on gender equality in PNG.
- iv. Directors are encouraged to participate in working groups and other activities of the Coalition as well as to appoint individuals from within their own organisations to participate and to ensure appropriate time is allocated for activities with the Coalition.
- v. Board members are expected to take actions to promote the financial sustainability of the Coalition, which includes actively seeking and promoting corporate sponsorship and support, as well as other activities that promote financial sustainability including business planning, fundraising opportunities and grant opportunities.

In addition to the individual responsibilities outlined above, the overarching role of the Board of Directors includes the following:

- i. The Board must ensure that there are long-term goals and a strategic planning process in place to ensure the financial and administrative sustainability of the Coalition.
- ii. The Board must ensure that processes are in place to enable it to supervise and measure management's, and in particular the Executive Director's, performance in carrying out the Coalition's stated objectives.

- iii. The Board must ensure that the Coalition has a communications strategy in place so it can effectively communicate with members, other stakeholders and the public. The strategy should also provide for appropriate measures to receive feedback from members.
- iv. The Board is expected to be a participatory Board, which actively seeks knowledge on global trends and solutions in the field of gender equality in the workplace, contributes meaningfully at meetings and works with member companies to adopt change.
- v. The Board is responsible for ensuring appropriate succession plans are in place for the board and the Coalition.

II. Summary of relevant Rules of PNG Business Coalition for Women

Topic	Summary of Rule
Number of directors	28. The number of directors must be no fewer than 5 and no more than 15
Term	30. Directors are elected at the AGM and hold office for three years from the time of election.
Appointing directors between AGMs	37. In order for the board to appoint a new director or fill a vacancy on the board between AGMs, the Coalition must pass a resolution to the effect that the directors may at any time appoint a new person as a director. Any person elected in this way holds office only until the next AGM.
Alternate directors	39. Each director can appoint an alternate director for a specific meeting or specified period. Any alternate director must be approved by the board. 40. An alternate director can attend meetings and vote in place of the director. 42. Notice of the appointment or revocation of an alternate must be provide in writing. 44. An alternate director may represent more than 1 director at the same time.
Powers of directors	46. The board of directors are responsible for managing the business of the Coalition. 49. Any two directors may execute a negotiable instrument. 51. The directors can confer on an executive officer any powers that the directors can exercise.
Removal and resignation	56. BCFW may remove a director by resolution. 57. A director may resign by giving written notice of resignation to the Coalition's registered office.

58. A director vacates their position if they are not present (either personally or by an alternate) at 2 consecutive meetings without special leave of absence from the directors and the directors declare his or her seat to be vacant.

Remuneration and expenses

65. No director may receive any remuneration for his or her services as a director.
66. Directors' may claim travelling and other expenses associated with attending director's meetings, AGMs or any other travel in connection with the Coalition. The directors must approve any such reimbursements.

Indemnity

69. The Coalition indemnifies every person who is or has been a board member against any liability incurred by that person in his or her capacity as a director.

Directors' meetings

76. Directors can pass a resolution without holding a meeting if all of the directors sign a document stating they are in favour of the resolution. The approval of any director who is outside PNG at the time of the resolution and who has not provided relevant contact details can be waived.
78. A director may call a meeting of the directors at any time and reasonable notice must be given.
80. Meetings can be held in-person or using any other technology as agreed by the directors.
82. The quorum for a directors' meeting is a simple majority, including any alternate director present who has been appointed by an absent director.

Voting on resolutions

83. A resolution is passed by simple majority, and the Chair has casting vote if necessary in addition to any vote he or she has as a director.