



# BOARD COMMUNICATIONS PROTOCOL

## PURPOSE

To provide guidelines for communication between stakeholders, the board, staff and contractors.

## SCOPE

Communication refers to exchange of information and direction through:

- > Personal interactions (telephone, meetings, conferences)
- > Electronic media (emails, social media, SMS)
- > Written documentation (letters, reports, briefing papers)
- > Project/ contract management activities
- > Industry consultative forum/ group activity
- > Government and stakeholder strategic direction, policies and programs

## PROTOCOLS

- 1. Directors** are bound by the Corporations Act 2001 (Sec. 180 to 183) to maintain appropriate protocols in terms of acting in the best interest of the company. Relevant sections include, but are not limited to care and diligence, good faith, use of position, and use of information.
  - 1.1** Directors should inform the board and the CEO of any significant external communication activity to facilitate a consistent and unified approach.
  - 1.2** Directors also have an organisational advocacy and partner cultivation role and need to ensure that communication with partners, stakeholders and staff is in context of the different roles. Communication in any representative role needs to reflect that operational responsibility lies solely with the CEO.
  - 1.3** Directors' communication is focused on direction, strategic planning, policy determination, organisation direction, and financial and governance, and is likely to be whole of board business
  - 1.4** Advocacy and partner communication is focused on the future directions of the organisation, on industry sector issues and needs, and on specific contracts
  - 1.5** Directors' communication is generally through the CEO via:
    - o Board meetings and papers
    - o Board sub-committee meetings and papers
    - o Specific issue briefing papers
    - o Contract and project documentation and reports
    - o Funding agreement performance
    - o The Chair and Company Secretary
  - 1.6** Directors will communicate through the Chair of the board, the full board, board sub-committees or the Company Secretary (for governance issues).
- 2. The CEO** will communicate to the board relevant information regarding policy, strategic directions, industry and workforce planning directions, and key organisational/ operational matters, as well as issues deemed necessary by the board to conduct its business as a board.

The CEO will authorise communication from staff with industry, government agencies, other stakeholders and the media.

### 3. **Staff and contractors** will communicate with the board through the CEO.

Staff and contractors are bound by commercial confidentiality, employment contracts and organisational policies to maintain appropriate communication protocols and to act in the best interest of the company.

Employees and contractors are not authorised to discuss or communicate commercial-in-confidence or company matters to external parties without the knowledge and approval of the CEO.

### 4. **Partner and industry representative** communication is required to reflect that operational responsibility lies solely with the CEO.

## COMMUNICATION ROLES

### CHAIR

- > Communicate board meetings and agendas in consultation with the CEO
- > Conduct regular communication with the CEO and the Company Secretary
- > Brief directors on out-of-session issues as they may arise
- > Communicate with partners and stakeholders in liaison with the CEO

### COMPANY SECRETARY

- > Communicate governance issues to the board
- > Conduct communication with the CEO on governance matters

### CHAIRS OF BOARD SUB-COMMITTEES

- > Communicate committee recommendations, activity and resulting actions to the board and CEO

### CHAIRS OF PROJECTS STEERING COMMITTEES

- > Communicate project activity and progress, outcomes, issues and actions to the CEO

**Note:** The CEO may delegate communication authority for specific issues, projects or activities.

#### SOURCE

- > This factsheet has been adapted from the [Highview College Board Communications Policy](#)

#### REFERENCES

- > Fishel, D, The Book of the Board, Federation Press, Sydney, NSW (2003; 3rd edn. 2014)

#### ABOUT POSITIVE SOLUTIONS

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