



AES Board Director Position Description

The Australian Evaluation Society (AES) Board is responsible for governance, policy, risk and compliance and strategy. The Board's mission is to strengthen the organisation and advance its goals.

Overview: The Australian Evaluation Society (AES) is a member based organisation which exists to improve the theory, practice and use of evaluation for people involved in evaluation including evaluation practitioners, managers, teachers and students of evaluation, and other interested individuals. We have more than 1,000 members involved in all aspects of evaluation and performance measurement.

Board values

- Appreciate others
- Give voice to and listen to differing options/opinions/ perspective
- Respect
- Contribute
- Confidentiality and privacy – sensitive issues to be raised in direct communication to the President
- Time to reflect and think

AES vision: Quality evaluation that makes a difference.

AES mission: To strengthen and promote evaluation practice, theory and use.

AES objects:

Within the States and Territories of Australia:

- Establish and promote ethics and standards in evaluation practice
- Encourage advances in the theory and practice of evaluation
- Provide education and training related to evaluation
- Provide forums for networking, professional development and the discussion of ideas
- Increase understanding of evaluation and advocate for quality evaluation
- Be inclusive of indigenous and all cultural perspectives
- Have governance systems that reflect and incorporate best practice
- Provide a forum that allows the diverse voices of the community to be heard. The voices to include those who commission the evaluations, those who carry them out and the evaluands.
- Undertake other activities consistent with the objects

Guiding documents

- [Australian Evaluation Society Limited Constitution](#) (July 2023), includes the Objects of the Society
- [Strategic Plan](#)
- AES Board Charter
- [AES Code of Ethics](#)

Application: All Directors

Length of Board terms

Elected Director, 2 years

Responsibilities*

- To represent the best interests of the members of the AES at all times
- To discharge their duties and responsibilities as a Director, as required by [Australian Charities and Not-for-profits commission](#) (ACNC)², namely:
 1. To act with reasonable care and diligence
 2. To act in the best interest of the AES and for a proper purpose
 3. Not to improperly use information or your position
 4. To manage financial affairs responsibly
 5. To disclose and manage conflicts of interest
 6. Not to allow the AES to operate while insolvent.
- AES leadership and advisement
- Making decisions in the best interests of the membership of the AES as outlined by the society's object, mission and values
- Leadership and support of AES committee work, as appropriate
- Contribution to formulation and oversight of policies and procedures
- Financial management, including adoption and oversight of the annual budget
- Oversight of strategic and business plan development, implementation and evaluation
- Review of organisational and programmatic reports
- Stakeholder engagement.

**All Directors of the Board share these responsibilities. Whilst acting in the interest of the AES and its members, each Director is expected to make recommendations based on his or her experience and vantage point in the community.*

Expectations:

- Have read and understood the [AES Constitution](#)
- Have read and understood the ACNC governance standards contained in [Governance for Good](#) (ACNC)
- Attend and participate fully in Board meetings, including:
 - being prepared for the items outlined on the agenda
 - paying attention to those agenda items that are to be simply noted and those which require discussion
 - if needed, requesting more information prior to the meeting from the Chief Executive Officer, President, or another Director
- While the President chairs the meeting all Directors have a role in ensuring that meetings run effectively

- In their deliberations be aware that they do not have a constituency or represent a particular interest group
- Make themselves aware of their legal responsibilities
- If necessary, participate in one or more of the Board Advisory Committees (including the role of Chair, if required), and serve on ad-hoc committees as necessary
- Attend local AES meetings on a regular basis, and special events as able
- Be alert to community concerns that can be addressed by the AES
- Help communicate and promote the AES and its activities to the community
- Be familiar with AES finances, budget, and financial/resource needs
- Understand and reinforce the policies and procedures of the AES.

Meetings and time commitment for Directors:

- The Board typically meets five times a year: initially face-to-face in September (at the annual conference), then again in November, March, May and July/August.
- At least three of these other meetings (typically November, March, and July/August) is a 2 day meeting held face-to-face in Melbourne (AES head office location). Others are video conferences of approximately 2 hours.
- Time spent on committee work is in addition to this, and will vary depending on the nature of the committee
- It is estimated that Directors will spend between 12 and 14 days per year on Board activities.

Reimbursement of expenses

Travel, accommodation, and meals are covered for meetings.

Conflict of interest

- If any Director becomes aware of a conflict of interest, real or perceived, they are to discuss and resolve this with the President as a matter of priority.
- All Directors are to complete the Conflict of Interest Declaration Form on joining the Board.
- If a Director has a Conflict of interest on an agenda item it has to be declared at the commencement of each Board meeting.

Compliance and risk

Risk management and compliance is the responsibility of all Directors.
The AES holds Director's insurance for Directors and Officers.

Discontinuing Board membership

- If a Director wishes to resign their position, they can do so in writing to the President, stating their reasons.
- Should a Director fail to carry out their Board duties satisfactorily, the President or Vice President will raise this with the Board member and seek a positive resolution. If this Board member remains unable or unwilling to fulfil their duties, their position may be terminated through the process outlined at clause 41 of the AES Constitution.
- Directors should make themselves aware of section E Removal and Resignation of Directors in the Constitution.

Director Identification Numbers

Candidates are encouraged to [apply for a Director Identification Number](#) (DIN) at the time of nomination to ensure they are compliant

with the Corporations Act 2001 (Cth), should they be elected. Directors must have a DIN before they are elected or appointed as a Director. It is a criminal offence if you do not apply on time.

Governance resources and further reading

AES Annual Reports, <https://www.aes.asn.au/annual-reports>

AES Code of Ethics (2013), <https://www.aes.asn.au/ethical-guidelines>

Good Governance Principles And Guidance for Not-for-Profit Organisations (Australian Institute of Company Directors)

<https://aicd.companydirectors.com.au/resources/not-for-profit-resources>

Governance for Good (ACNC),

<https://www.acnc.gov.au/tools/guides/governance-for-good-acncs-guide-for-responsible-people>