

BOARD PROTOCOL

The members of the Board agree to adopt and be bound by the letter and spirit of this protocol.

Responsibilities of Directors

Directors agree:

- To recognise their duty of loyalty to the Skills Institute and to act in good faith in the best interests of the organisation and behave in no way that could bring discredit to the Board or the organisation
- To exercise powers and discharge duties with care and diligence
- That the powers of the Board will be exercised by the Board as a whole
- That individual directors will refrain from participating in the day-to-day management of the organisation, making representations or agreements on its behalf, or influencing management as individuals, unless they receive specific delegations from the Board
- To keep Board agendas, papers, minutes and discussions confidential
- To conduct themselves with good-will and in a harmonious manner in the interests of harmony and effectiveness of the Board
- To give proper consideration to the Board papers and other relevant information before each Board meeting
- That they will advise the Chairman of the Board of any conflict of interest or potential conflict of interest as soon as they become aware of it
- To be frank and open in Board meetings and to question, request information, and raise issues. In the event of disagreement, all directors agree to be bound by the collective decisions of the Board

- To participate in committee work. It is understood that committee work can impose a considerable burden and it is agreed that the committee work will be shared as equitably as possible.

Directors' Rights

- Directors have a right to identify the information they need and receive it in a timely way
- When an individual director has received a specific delegations from the Board they have the right to obtain information necessary for them to discharge their duties from executives employed by the Skills Institute
- Outside specialist advice at the Skill's Institute expense is advice to the Board as a whole and should normally be arranged by the Chief Executive Officer at the request of the Board.

Directors' Benefits

- Directors are entitled to remuneration
- Reimbursement is made for actual costs of all expenses reasonably incurred on official business of the Board.

Directors' Resignation

- The Directors vacate office if he or she resigns by written notice provided to the Minister.