

# **GUIDELINES FOR MSB DIRECTORS: DUTIES AND OBLIGATIONS**

## **BOARD MEETINGS**

Prior to CoVID, the Board met approximately every second month face to face.

The Board also meets by teleconference every 1-2 months.

Currently all meetings are held via Zoom. Board meetings are conducted over 1 full day (9am-4pm EDST) or over 2 half days (10am-1pm or 2pm-5pm EDST). Teleconferences are now held of an evening via Zoom and run for 1.5 hours.

When returning to in-person meetings and travel, all travel costs will be reimbursed by the MSB upon receipt of an invoice and evidence of purchase.

In-person meetings tend to occur over 1 full day, with an informal Board dinner the evening beforehand.

In-person meetings are rotated around the States and Territories.

## **VALUES**

Each Board Director is a volunteer, committed to the objectives outlined in the MSB Constitution. In order to progress these objectives, the following core values apply when dealing with fellow Board Directors, the MSB Secretariat, MSB members and stakeholders, and the broader dispute resolution community:

- Respect
- Understanding
- Commitment
- Integrity
- Independence
- Open Discussion
- Joint Problem Solving
- Mediator skills of listening, acknowledging, interest-based discussion, expectation management, and empathy.

## TIME COMMITMENT OF BOARD MEMBERS

At a minimum, it is likely that Board Directors will be required for the equivalent of 6 full day meetings, and 6 evening meetings per year. This may vary, depending on the projects that the Board are supporting in any given year.

Additional time investment may be in the form of sub-committee work and email circulation.

It is recognised that Board Directors are volunteers. It is up to each Director to manage additional commitments to the Board (for example, taking leadership on projects and tasks) in a way that allows them to realistically contribute and meet deadlines.

## DUTIES AND OBLIGATIONS OF DIRECTORS

The following extract from the MSB Constitution outline the objectives of the Mediator Standards Board. You will find further details referred to in this section in the Constitution, a copy of which is available at [www.msb.org.au](http://www.msb.org.au) and attached for your information. Please become familiar with the Constitution in order to support your contributions to the Board.

### 3. Objects of the company

Without limiting or derogating from the inherent powers of the company in any way, the objects of the company are:

- a) to develop, maintain and amend the National Mediator Accreditation System (NMAS), which includes the Australian National Mediator Standards (the Standards). The documents that comprise the Standards as at the date of this constitution are the Practice Standards and the Approval Standards and are attached to this constitution as Attachment A;
- b) to oversee the application of the Standards with a view to achieving consistency, quality and public protection regarding mediation services and mediation training;
- c) to support, complement and encourage members in their efforts to meet their objectives in relation to the Standards;
- d) to ensure the training and accreditation of mediators continues to develop;
- e) to require records to be maintained of mediators who are accredited under the Standards and to facilitate access to accredited mediators; and
- f) to carry out such other functions and purposes which are necessary or incidental to the objects listed above.

Provisions for the appointment and removal of directors are outlined in 11.1 of the Constitution. Up to eight Directors may be elected by members of the MSB at the AGM, being member organisations such as RMABs and training organisations. MSB Directors do not vote in the election of

Directors but may act as proxies for member votes where a member has assigned a proxy. Directors who are elected are referred to as “Elected Directors”.

The Constitution provides that the Board may have up to 12 Directors at any given time. This allows the Board to identify any gaps in expertise or representation and to appoint a Director (an “Appointed Director”). An Appointed Director must resign at the next AGM, although they may be eligible for election if they wish to nominate for this purpose. The Board can resolve, at their discretion, to re-appoint a Director who has retired.

At each AGM two current Directors must retire. Any Director may choose to retire, or in the absence of this the two longest serving Directors (since last elected) are to retire. A retiring Director may be eligible for re-election, provided that they have not served as an elected Director for the maximum period (a person is not eligible for re-election after the sixth consecutive annual general meeting following their first election unless at least 20 months has elapsed since they last served as a director; and a person is not eligible to be appointed as a director more than three times in succession).

Please note that nothing within the Constitution prevents a Director from vacating the office of director if the Director resigns by notice in writing to the company. Directors contribute to the Board on a voluntary basis and it is understood that outside circumstances and commitments might impact a Director’s ability to continue to be part of the Board. The Constitution provides for a minimum number of Directors, being three.

The powers and duties of Directors is articulated in 11.7 of the Constitution, which refers in particular to the use of funds to fulfil MSB responsibilities and company objectives.

The Board is responsible for the ongoing development, maintenance and review of the NMAS and the National Register. This includes overseeing the Approval and Practice Standards with a view to achieving consistency, quality and public protection regarding mediator services and mediator accreditation. It is our role to support, complement and encourage MSB member organisations in their efforts to meet their responsibilities in relation to the NMAS. The Board is also responsible for promoting development in the training and accreditation of mediators and the quality of mediation services.

The focus of the NMAS is on the practitioner – the mediator. The Board sees part of its role being to advance the professionalisation of accredited mediators.

Examples of projects and tasks include (but are not limited to):

- Addressing member enquiries regarding application of the Approval Standards
- Ensuring member organisations meet and continue to meet membership criteria
- Raising awareness of the NMAS via marketing/promotion, education, and submissions
- Encouraging and leading a community of practice among member organisations in order to address questions and concerns, obtain feedback, and promote consistency in the application of the NMAS

- Reviewing the NMAS to ensure that it develops and evolves with the times
- Developing resources for member organisations and NMAS accredited mediators that add value to the NMAS and advance quality mediation services in Australia
- Supporting research that assists in the development and advancement of the NMAS

Board Directors have an obligation to act in the best interests of the MSB. This includes a responsibility to declare conflicts of interest and where necessary, to refrain from influencing decision making and to abstain from voting. A copy of the **MSB Policy on Conflicts of Interest** is attached.

## RISK

The Mediator Standards Board holds the following insurance on behalf of the Board and its Directors.

- Business Protection Management Liability Policy, with a combined limit of \$5,000,000. This policy is current until 31<sup>st</sup> May each year and is renewed on an annual basis.

An extract of the Schedule of Insurance is attached as **MSB Schedule of Insurance**.