

INFORMATION FOR PROSPECTIVE DIRECTORS

Nominations Committee

With our change in constitution the appointment process of directors has changed, it is now the responsibility of the Nominations Committee to identify the most suitable nominees, and make a recommendation to the members at the AGM.

The Nominations Committee membership has been appointed by the current Board. The membership is; David Brennan (*Chair/Independent Member*), John Ackland (*Independent Member*), Sally Marcroft (*Current Director*) and Brendan O’Loughlin (*Current Deputy Chair*).

Board

According to the constitution the Board comprises of a minimum of 4 members and a maximum of 9 Board members, and the term for directors is two years (maximum of 3 terms). The Board comprises of directors with a broad range of skills, expertise and experience from a range of backgrounds. The organisation is also cognisant of the need for diversity, including a balance of age, gender and geographical location. (*Appendix1. Board Responsibilities & Director Responsibilities*)

Current Board Membership

Board Member	Board Position(s)	Seeking Re-appointment
1 John Martin	Chair /Director	Term ending 2023
2 Brendan O’Loughlin	Deputy Chair /Director	Term ending 2023
3 Sally Marcroft	Director	Term ending 2023
4 Sally Boyd	Director	Not seeking re-election
5 Ray Kingston	Director	Term ending 2023
6 Meredith Knoop	Director	Term ending 2023
7 Leigh Cooksley	Director	Term ending 2023
8 Vacant Position	Director	
9 Vacant Position	Director	

Call for Expressions of Interest in being a Director

There are three (3) vacancies on the Board. The Nominations Committee will review the expressions of interest put forward by persons interested in a role as director and recommend up to three (3) prospective Directors to the members for appointment.

Directors are expected to attend and be fully prepared for Board meetings, subject to absenting themselves when matters under discussion involve a conflict or potential conflict of interest.

There are a minimum of six ordinary Board meetings per financial year, and an average of 9 meetings. In addition there is an annual board planning day, usually held early in the year. At this stage meetings are held in Horsham from 6pm to 8pm with the availability to access the meetings via video conferencing also an option.

From time to time Directors are expected to serve as members of Board sub-committees which may be established as ongoing (Finance, Audit & Risk) committees or fixed term sub-committees, and to attend important events including; general meetings, recognition awards, etc.

Directors can take comfort in knowing that they will be fully covered by Officers & Directors Insurance, and are entitled to claim reimbursement for official travel that totals 60km and over.

When considering prospective directors the nominations Committee will be looking at individual skills, experience and expertise, personal qualities which they would bring to the Board, and their suitability.

A review of the skills required by the Board has been undertaken and the nominations committee are seeking expressions of interest from people who, along with governance experience, will bring experience with:

- Governance and strategic oversight
- Expertise in Disability sector
- Expertise in the CALD sector
- Fundraising and financial sustainability
- Local region understanding (Wimmera Southern Mallee)

Suitability of Directors

Directors must:

- not be disqualified from acting as a director under the Corporations Act;
- not be disqualified from acting as a responsible entity under the ACNC Act;
- provide/return a satisfactory police check to finalise their appointment.

Putting forward an Expression of Interest

To put forward an expression of interest please see Appendix 2. All expression of Interest are to be returned to the Nominations Committee by **COB Wednesday 26 October 2022**. The Nominations Committee will then seek to meet with shortlisted applicants Monday 31 October 2022.

If you have any points of clarification please contact the Board Secretary Robbie Millar on 0427 503 679.

APPENDIX 1.

Board Responsibilities

The Board is specifically responsible for:

- Oversight of organisational performance
- Setting and establishing the strategic direction of the organisation
- Appointment of and succession planning for the CEO, and approving the remuneration package for the CEO
- Approval of the strategic plan
- Oversight and review of strategy implementation, policies, protocols and legal compliance
- Promoting and maintaining stakeholder relationships
- Approval of business plan including; financial budgets, capital expenditure and expenditure requiring Board approval (amounts exceeding the Instrument of Delegations)
- Providing financial oversight and safeguarding assets
- Approving organisation structure
- Set risk appetite and ensure that risks are managed appropriately
- Approving disciplinary actions involving termination of employment (or other disciplinary action which may expose the organisation to reputation or legal risk) relating to CEO and Management Staff
- Acquisitions, mergers and disinvestments

Directors Responsibilities

Directors are accountable for acting at all times in a professional manner and in the best interests of the organisation, including:

- Attend meetings prepared and able to fully participate
- Contributing to and articulating the organisations strategy and business plan

- Developing and maintaining an understanding of the general operations of the organisation
- Understanding and reviewing risk management framework and processes
- Developing an awareness of the interests of members, local communities and other stakeholders
- Understanding and questioning information presented to the Board
- Speaking and acting independently of management
- Respecting the confidentiality of board papers and board discussions
- Obtaining the Board's authority before representing the organisation position
- Being an effective ambassador for the organisation
- Staying informed about board matters; preparing themselves for meetings and review minutes and papers prior to participation in meetings.

APPENDIX 2.

Expression of Interest in being a Director on the Board

When putting together your expression of interest please include your; name, contact details (including phone, address and email).

Specific points to cover in your expression of interest include;

1. Introduction outlining your interest.
2. Overview of relevant skills and experiences.
3. Provide a statement disclosing whether you have any criminal convictions. (Please note that should your expression of interest result in your appointment to the Board, you will be required to undertake a police check (at our cost) and return a satisfactory result).
4. Provide details for 2 professional referees.
5. Attach a copy of your CV.

**Your Expression of Interest will need to be submitted by COB Wednesday 26 October 2022
to: secretary@centreforparticipation.org.au**