

INFORMATION FOR PROSPECTIVE DIRECTORS

Nominations Committee

As per our constitution the appointment process of directors is 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), and Sally Marcroft (Current Director).

Board

According to the constitution the Board comprises of a minimum of four (4) members and a maximum of nine (9) Board members, and the term for directors is two years (maximum of three 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 October 2025
2 Bernie O'Shannessy	Deputy Chair /Director	Term ending October 2025
3 Sally Marcroft	Director	Term ending October 2025
4 Meredith Knoop	Director	Seeking re-appointment
5 Venetia Kardogeros	Director	Term ending October 2025
6 Raghavendra Upadhyaya	Director	Term ending October 2025
7 Vacant	Director	
8 Vacant	Director	
9 Vacant	Director	

Call for Expressions of Interest in being a Director

There are currently three (3) vacancies on the Board, with one (1) existing Director seeking re-election. The Nominations Committee will thoroughly review all expressions of interest submitted by individuals interested in assuming a Director role. After the review, the committee will recommend up to four (4) potential Directors for appointment or reappointment to the members.

Directors are required to attend and adequately prepare for Board meetings, except in cases where discussions involve conflicts or potential conflicts of interest.

There are a minimum of six ordinary Board meetings annually, averaging around 9 meetings. Additionally, an annual board planning day is held early in the year. Meetings are scheduled from 6pm to 8pm in Horsham, with the option of virtual attendance via video conferencing.

Occasionally, Directors will participate in Board sub-committees, whether ongoing (Finance, Audit & Risk) or fixed term. Attendance is also expected at significant events such as general meetings.

Directors are covered by Officers & Directors Insurance, and eligible for reimbursement of official travel exceeding 60km.

Prospective directors are assessed by the Nominations Committee based on skills, experience, personal qualities, and suitability for the Board.

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 Aged Care 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.
- have a Director Identification Number or be willing to apply for one.
- provide a copy of a valid Working with Children Check.

Putting forward an Expression of Interest

To put forward an expression of interest please see Appendix 2. All expressions of interest are to be returned to the Nominations Committee by **Sunday 13 October 2024**.

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 Sunday 13 October 2024 to:
secretary@centreforparticipation.org.au