

## 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 John Martin (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. (*Appendix 1. Board Responsibilities & Director Responsibilities*)

### Current Board Membership

Board Member	Board Position(s)	Seeking Re-appointment
<b>1</b> Bernie O'Shannessy	Chair /Director	Seeking re-appointment
<b>2</b> Emily Dalkin	Deputy Chair /Director	Term ending October 2026
<b>3</b> Grant Hollaway	Director	Term ending October 2026
<b>4</b> Meredith Knoop	Director	Term ending October 2026
<b>5</b> Venetia Kardogeros	Director	Seeking re-appointment
<b>6</b> Raghavendra Upadhyaya	Director	Seeking re-appointment
<b>7</b> Arun Thomas	Director	Term ending October 2026
<b>8</b> John Martin	Director	Term ended – completed 3 terms (maximum)
<b>9</b> Sally Marcroft	Director	Not seeking re-appointment

### Call for Expressions of Interest in being a Director

There are currently nine (9) Director positions on the Board. At the upcoming AGM, one (1) Director will not be seeking re-election, and one (1) Director has completed the maximum number of terms and is ineligible for re-appointment. Three (3) existing Directors will be seeking re-appointment. This creates two (2) vacancies on the Board. The Nominations Committee will thoroughly review all expressions of interest submitted by individuals

interested in joining the Board. Following the review, the committee will recommend up to five (5) potential Directors for appointment or reappointment to the membership.

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
- Marketing and Communications
- 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 2 November 2025**.

If you have any points of clarification, please contact the Board Secretary Robbie Millar on 0493 969 577.

## **APPENDIX 1.**

### **Board Responsibilities**

Our organisation delivers a diverse portfolio of services spanning aged care, disability, youth development, community programs, and social enterprises. This includes the operation of Work Integrated Social Enterprises (WISE) in hospitality, food security, retail, and home and garden maintenance, which create meaningful employment pathways—particularly for people with disability or those facing barriers to work.

The Board plays a critical governance role in ensuring these programs and enterprises are strategically aligned, financially viable, socially impactful, and grounded in human rights, safeguarding and inclusion.

The Board is specifically responsible for:

- Setting and overseeing the strategic direction of the organisation and its services, programs, and social enterprises
- Monitoring organisational performance and outcomes, including financial and social return on investment across all business areas
- Appointment, support, and succession planning for the CEO, including approval of the CEO's remuneration package
- Oversight of the implementation of strategic and business plans
- Providing financial oversight and approving annual budgets, capital expenditure, and financial decisions beyond the Instrument of Delegation
- Safeguarding organisational assets and ensuring financial sustainability across both not-for-profit and enterprise operations
- Reviewing compliance with all legal, regulatory and quality frameworks, including those of the Aged Care Quality and Safety Commission, NDIS Quality and Safeguards Commission, and other sector-specific regulators
- Promoting a culture of safeguarding, inclusion and rights-based service delivery across all areas including youth, disability and aged care.
- Endorsing and reviewing key governance frameworks including risk, finance, quality, safeguarding and enterprise performance
- Setting the organisation's risk appetite and ensuring that risks, such as financial, reputational, operational, clinical and workplace are effectively managed

- Approving the organisational structure and strategic decisions relating to acquisitions, mergers, partnerships or disinvestments
- Supporting and strengthening stakeholder relationships across community, government, philanthropic and commercial sectors
- Overseeing compliance and best practice in employment models within our WISE programs, ensuring ethical operations and the achievement of social impact goals

### **Directors Responsibilities**

Directors are expected to act in the best interests of the organisation, contributing to robust governance and ethical leadership across a complex, multi-sector environment. This includes an understanding of both human services governance and social enterprise operations, with a strong commitment to inclusion, safeguarding, employment equity, and innovation.

Directors are individually accountable for:

- Attending Board and committee meetings prepared, informed and ready to contribute meaningfully
- Understanding the organisation's services and programs, including aged care, disability, youth services, community development and WISE
- Reviewing operational, financial, and social performance reports with diligence and a governance lens
- Maintaining awareness of regulatory and compliance obligations including aged care standards, NDIS quality and safeguarding requirements, workplace safety, and employment law
- Supporting the growth and integrity of our social enterprise model as a vehicle for employment and empowerment
- Monitoring and reviewing the risk management framework to ensure proactive identification and mitigation of risk across all domains
- Promoting equity, safety, rights, and community participation in all strategic decision-making
- Acting independently of management and upholding the highest standards of confidentiality, integrity, and professionalism

- Representing the organisation's vision and values externally with authority where appropriate
- Being an informed and visible advocate for our mission, our communities, and the people we serve
- Committing to ongoing learning and development in governance, strategy, inclusion, and leadership

### **Our Commitment to Safeguarding, Rights and Inclusion**

We are deeply committed to the safety, dignity and human rights of all people who engage with our services, across aged care, disability, youth programs and social enterprises. Our work is guided by the Charter of Aged Care Rights, the NDIS Code of Conduct, the National Principles for Child Safe Organisations, and a strong organisational commitment to workplace inclusion and social justice.

Board members play a key role in championing these values and ensuring our governance, policies, partnerships and practices reflect our safeguarding and rights-based commitments.



## **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 2 November 2025 to:**  
[secretary@centreforparticipation.org.au](mailto:secretary@centreforparticipation.org.au)