



Position:	Non-executive Director
Organisation:	Rosebud West Community Hub Limited, trading as <i>Seawinds Community Hub</i>
Legal Entity:	Public company limited by guarantee
ABN / ACN:	29 153 546 368 / 153 546 368
Charitable Status:	Registered charity. Tax Concessions

The role of the Board of Directors is to participate in the effective governance of the Seawinds Community Hub strategic directions and priorities, ensure compliance with statutory responsibilities and monitor the effective delivery of services to meet the stakeholders' and community's expectations. The Board is responsible for the job of *governing*, not *managing* the organisation.

The duties of a director for a not-for-profit company limited by guarantee are set out in the *Corporations Act 2001* and include the following:

- Care and diligence

A director must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise. A director must make any judgment in good faith for a proper purpose; and not have a material personal interest in the subject matter. They must inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate and believe that the judgment is in the best interests of the corporation.

- Good faith

A director of a corporation must exercise their powers and discharge their duties in good faith in the best interests of the corporation; and for the proper purpose.

- Use of Position

A director, secretary, other officer or employee of a corporation must not improperly use their position to gain an advantage for themselves or someone else; or cause detriment to the corporation.



- Use of Information

A person who obtains information because they are, or have been, a director or other officer or employee of a corporation must not improperly use the information to gain an advantage for themselves or someone else; or cause detriment to the corporation.

Other directors' duties set out in the Corporations Act 2001 include:

- Duty to prevent insolvent trading
- Duty of continuous disclosure
- Disclosure of related party transactions
- Duty to disclose directors interest
- Providing information to shareholders

Boards are responsible for a range of functions including

- Ensuring that value is created and is enduring. In our case that is value in the services and programs that we provide and making sure that we can sustain those into the future
- Developing a strategy plan for the company
- Policy making
- Ensuring effective governance processes are in place
- Meeting the agreed goals and objectives of stakeholders
- Recruiting and overseeing the CEO
- Making available resources for management to carry out the strategic plan
- Managing risk
- Communication with stakeholder groups and networking
- Setting and monitoring corporate culture
- Governing but not managing the organisation



The Seawinds Community Hub's Constitution allows for nine directors. The Board is a skills-based Board and currently has five directors. Each Director undertakes to contribute an amount, as may be required not exceeding \$1.00 to the property of the company in the event of the Company being wound up.

Members must attend a minimum of 60% of forecasted meetings in a calendar year or if newly appointed, on a pro-rata basis. Some additional work between meetings should be anticipated, in particular keeping updated with reading on issues to be discussed.

The role requires membership of at least one Board Sub-Committee and attendance at strategy meetings held annually throughout the year.

AUTHORISATION

Policy Control Data

This policy was **ratified by** the Rosebud West Community Hub Limited Board on:

Date: 18/03/2019

Chair of the Board:

Review Date: 2021



Sample Expression of Interest for Board Directors

Expressions of interest are being sought for up to **XXXXX** Directors to the Board of Rosebud West Community Hub Ltd (RWCH), trading as 'Seawinds Community Hub'. This is an opportunity to become a member of an established Board and ensure strong governance practices and sustainability for a vibrant community centre.

The vision of Seawinds Community Hub is for *a centre that inspires growth and development across the whole of our community*. The current Board has been in operation since **XXXXX** and have supported the Hub to be a well utilised facility in the community. The priorities for the Board in **XXXXX** include increasing and protecting the financial resources of the Hub and refreshment of a three-year strategic plan **XXXXX**.

The Board meets on a monthly basis and Directors also participate in Sub-Committees as delegated.

We are looking for individuals who are committed to supporting the local community through the delivery of learning opportunities during all life phases. The Hub provides early years services including kindergarten and long day child care, in addition to providing space for adult learning, mutual support groups and community activities.

As a Board member you will need to demonstrate a background that reflects the following qualities and experience:

- Strategic thinking and a professional approach
- Highly ethical and committed
- Ability to analyse issues impacting on a new and developing business
- Sound leadership, technical and managerial expertise
- Ability to be innovative, recognise opportunities and support their take-up
- Ability to understand and apply financial analysis, risk assessment and governance issues to the task

Candidates for the role will be results focussed while ensuring process, probity and transparency requirements are met.

Expressions of Interest are sought from potential directors with good experience of dealing at Board level, who would be capable of offering a tangible contribution to the RWCH Board's governance responsibilities. Directors are entitled to reimbursement of expenses only.

If you are interested in being part of the Board, then please provide us with a letter and/or CV that describes your background and the relevant experience that you can bring to the Board.

All applications can be sent to the Board Chairman, or through the CEO, acting for the Board. Please Email: ceo@seawindscommunityhub.com.au

Process for appointing Board Directors



Step 1

Board members or other 'members' may suggest / recommend suitable persons for possible Board membership.

Aspirants to provide an Expression of Interest in writing via the Board Chairman or CEO, acting for the Board Chairman, with insight into their credentials and background

Chairman to acknowledge receipt and table the EOI at the next Board meeting for discussion re suitability, with consideration to the Board skill requirements mix / structure



Step 2

Appointed Board Member to contact the aspirant(s) and arrange an interview(s). (Subject to Board approval to proceed further)

The applicant's CV with references may be sought for follow up. Particular emphasis during the interview is to be what contribution / skills the aspirant feels they could make and bring to the Board / organisation, with consideration to matching the skill needs of the Board



Step 3

Pending successful interview and referee endorsement (if deemed appropriate) the aspirant will be invited to meet other Board members at the earliest opportunity / next Board meeting, for further discussion on suitability (for both parties)

Following the above interview, the Board would then decide on suitability and vote on acceptance of aspirant as a member of the Board.

On acceptance, a formal letter of appointment would be forwarded to the aspirant, signed by the Chairman, along with a congratulatory 'phone call. An Induction Kit will be provided to all new Directors.

Unsuccessful applicants would be advised in writing and thanked for their interest in RWCH Ltd.

Updated 18/03/2019