

## **BOARD DIRECTOR POSITION DESCRIPTION**

### **PURPOSE OF THE POSITION**

The primary function of the Board of Directors is to be responsible for the governance and policy formulation, and to work with and through the CEO to achieve the goals of the organisation. The Board is responsible for ensuring that the organisation fulfils its purpose and objectives and, in doing so, meets all the legal and moral responsibilities and requirements consistent with 'best practice' corporate governance. This responsibility is one of stewardship on behalf of the organisation's members and other stakeholders, ensuring that LifeLine International fulfills its mission and purpose.

### **ROLE AND RESPONSIBILITIES**

Directors have legal responsibilities under common law and statute including duties to:

- Act honestly and in good faith;
- Perform competently by exercising care, skill and diligence in making decisions;
- Act in the best interests of LifeLine International;
- Set clear cultural direction and expectations around behaviours and decision making (including leading by example); and
- Declare any conflict of interest, actual or perceived.

Individually, Board Directors must:

- Be diligent, attend Board meetings and devote sufficient time to prepare for Board meetings to allow full and appropriate participation in the Board's deliberations;
- Respect the confidentiality of information and not disclose to any other person confidential information other than as agreed by the Board or as required by law;
- Participate (as required) in LifeLine International sub-committee work;
- Keep abreast of LifeLine International's activities and be prepared to offer practical and strategic insights and recommendations;
- Proactively help position LifeLine International in the community and not do anything that in any way denigrates LifeLine International or harms its public image; and
- Act as a role model, change agent and professional exemplar in all matters concerning LifeLine International.

Collectively, Board Directors are required to:

- Set strategic direction, including developing the mission, vision, strategic plan and key priorities for LifeLine International in collaboration with the CEO and LLI Secretariat;
- Appoint the CEO and support achievement of strategy;
- Support the CEO and LLI Secretariat in their execution of the Board approved Strategy;
- Perform the function of a culture custodian of the organisation, which includes setting, promoting and monitoring the organisation's culture;
- Behave in a way that is respectful and reflective of the diverse membership and views across the LLI Network;
- Govern LifeLine International in accordance with policies and procedures (this includes ensuring there is a clear delegation framework for decisions within the organisation and effective internal control systems to ensure compliance therewith);
- Identify and characterize risk relevant to LifeLine International and ensure there are effective risk management and mitigation strategies in place;

- Keep informed of organisation stakeholders' concerns, needs and interests and ensure that these receive proper consideration either by the Board or management;
- Set performance management expectations for LifeLine International and the CEO and monitor performance; and
- Share responsibility for the financial integrity of LifeLine International. Diligently monitor financial performance and health of the organisation including the proper keeping of records, registers, accounts, reports and lodgement of documents.

Board Directors are expected to work collaboratively to achieve the Board's purpose (as outlined above) and must at all times speak publicly with a collective voice.

### **COMPETENCIES AND SKILLS (ROLE RELATED):**

- Knowledge of a director's responsibilities – includes an understanding of the role as well as the legal, ethical, fiduciary and financial responsibilities, preferably has undertaken an accredited or well recognised company directors course;
- Strategic expertise – the ability to review the strategy through constructive questioning and contribute to the effective decision making of the board;
- Accounting and finance – the ability to read and comprehend the company's accounts, financial material presented to the board, financial reporting requirements and some understanding of corporate finance;
- Legal – the board's responsibility involves overseeing compliance with numerous laws as well as understanding the individual director's legal duties and responsibilities;
- Risk Management – experience in managing areas of major risk management to the organisation;
- Managing people and achieving change – experience in current management thinking on employment, branding, engagement, strategic vision and stakeholder communication; experience in executive remuneration and compensation; and
- Industry knowledge – experience in similar social sector organisations.

### **TIME COMMITMENT**

The role requires:

- attending approximately 8 board meetings (of 1 to 3 hours duration) and serving on at least one board committee per year – and associated preparation;
- some interstate travel and, at times, overseas travel is anticipated;
- the role may also require attendance in monthly conference calls for management, financial reporting and general compliance issues;
- attending and participating in an annual planning/strategic Board workshop (usually 2 days or if overseas travel is required then approximately 4 to 5 days); and
- Participation in membership activities outside Board meetings (e.g. Awards dinners, conferences etc.) – this is on an as needs basis as requested by the Board or CEO from time to time and subject to availability.

### **COMPENSATION**

The Board is a voluntary Board and, with the exception of approved expenses incurred in relation to the role which will be reimbursed by the organisation, Directors do not receive any compensation in lieu of their Board role. All Directors are entitled to Directors and Officers Insurance cover provided by the organisation.