

## Role Description

### Director

#### Principles

Mambourin Enterprises Ltd (Mambourin) is a community-based company limited by guarantee (not-for-profit, for-purpose company) with the primary aim of empowering people with a disability.

A director is a member of the board. Directors will be elected or appointed as per the requirements of the Mambourin constitution. The board will provide strategic direction for, and ensure compliance of, the company. Directors are selected on the basis of their knowledge, experience and suitability for the position. This applies equally to member-elected directors or board-appointed external directors.

As outlined in the constitution, all Directors are required to act honestly and in good faith in furthering the interests of Mambourin. Directors assume the responsibility of representing Mambourin as a whole.

Directors will be recruited in order to ensure that the board has the right composition and skills to fulfil its objectives. These may include:

- participant or stakeholder representation;
- gender, social, cultural and demographic mix; and
- professional skills such as corporate governance, law, marketing and communications, strategic business planning, quality and risk management, financial management, human resources and community service management.

All directors share equal roles and responsibilities. In addition, the chair has roles and responsibilities specific to that role.

#### Purpose of the board

The board has two broad areas of responsibility: compliance and performance of the company.

The board, while meeting its responsibilities, is mindful of Mambourin's mission and the objects of the organisation as embodied in its constitution.

#### Board role description

The role of the board is to represent Mambourin members in both a legal and moral sense, in determining and demanding appropriate organisation performance. Accordingly the board will produce the link between Mambourin and the membership.

The board has delegated authority for the operations and administration of Mambourin to the CEO.

The board has no operational involvement in the conduct of Mambourin's business activities and delivery of services. Its role is confined to setting and reviewing policy and strategy and overseeing compliance.

## Key performance indicators for the board

- Compliance individually and severally as a director with common and statutory law duties as imposed by the Corporations Act
- Compliance individually and severally with Mambourin's governance policies and constitutional rules
- Achievements in relation to the outcomes based in the strategic plan
- Fiduciary duties such as the financial viability and management of company
- High quality communication to, and relationship with, stakeholders.

## Director responsibilities

### General expectations/fiduciary responsibilities

- Know the organisation's vision, mission, purpose, values and goals
- Perform the duties of board membership responsibly and conform to the level of competence expected from directors, including the duty of care, loyalty and obedience as they apply to directors
- Avoid prejudicial judgements on the basis of information received from individuals and urge those with grievances to follow established procedures and channels of communication
- Conduct oneself at all times with utmost propriety, honesty and integrity
- Observe confidentiality of organisational affairs and speak on behalf of the board only when authorised by the chair
- Act responsibly and refrain from any activity that could cause loss or damage to the organisation
- Support the majority decisions from the board.

### Governance

- Ensure that the objects and the purpose of Mambourin as set out in its constitution and elsewhere are carried out
- Comply with the rules, policies and procedures of the organisation
- Consider, debate and vote on issues before the board on the basis of the best interests of the organisation as a whole rather than any special interest group or faction
- Avoid the appearance of a conflict of interest that may embarrass the board or the organisation, and disclose any possible conflicts to the board in a timely fashion
- Maintain independence and objectivity and act with a sense of fairness, ethics, and personal integrity.

### Planning

- Review and approve the organisation's strategic plan and other plans such as the business plan and marketing plan
- Work constructively with stakeholders to seek strategic partnerships and alliances for Mambourin
- Remain informed about government and public policy related to the not for profit, disability and community sectors.

## **Financial and legal**

- Read and ensure a proper understanding of the organisation's financial statements and otherwise assist the board to fulfil its fiduciary responsibilities
- Approve annual operating and capital budgets and ensure Mambourin is financially sustainable
- Ensure controls which monitor corporate governance systems and compliance processes
- Ensure effective risk management oversight including legal and accounting compliance, financial monitoring, insolvency and internal controls.

## **Meetings**

- Attend all meetings or if absence is unavoidable, apologise in advance for absence
- Read board papers in advance and consider issues before the meeting
- Contribute actively to the discussion and resolution of issues at meetings and otherwise as appropriate
- Bring goodwill to meetings and activities and approach the board's deliberations constructively and with good humour
- Maintain confidentiality of the board's meetings and deliberations
- Suggest agenda items periodically and provide written reports as required for board and committee meetings to ensure that significant, policy-related matters are addressed
- Conduct oneself in accordance with generally recognized procedures and protocol for meetings.

## **Administrative**

- Serve on board committees as required willingly and enthusiastically
- Operate in a manner consistent with Mambourin's vision and mission and an ongoing commitment to mutual respect to all stakeholders
- Commit to continuous quality improvement and attend board professional development as required
- Suggest suitable nominees to the board
- Do not ask for special favours of the staff, including requests for information, without prior consultation with the CEO and chair.

## **Promotion**

- Represent Mambourin at stakeholder forums and seminars as required
- Promote the organisation in the community as opportunities arise
- Support whenever possible the fundraising efforts of the organisation, for example by attending fundraising events.

## **Accountabilities and extent of authority**

In discharging their duties, directors must:

- exercise due care, diligence and skill
- act in good faith and ensure decisions are made in the best interests of Mambourin

- take direction from the chair of the board
- comply with the requirements of the code of conduct and other board policies
- ensure that all verbal and written communication is conducted through the chair
- endorse reasonable recommendations of all board committees
- act with integrity and impartiality and declare any conflicts of interests in relation to specific board decisions
- act in a financially responsible manner
- comply with all relevant legislation
- give due respect to the views and decisions of fellow directors
- respect the confidentiality of any information, intellectual property and other commercial data provided
- comply with the principles of equal employment opportunity to ensure Mambourin is free from discrimination and harassment
- commit the time necessary to discharge effectively the role as a director.

## Induction

Each new director will be required to undertake an induction into his or her roles after election on governance, responsibilities of a director, financial responsibilities and the role of the organisation.

Additional information about Mambourin will be presented along with planning processes, current financial position and policies of the organisation. Directors have an obligation to learn and act within these policies.

## Director resources

The organisation will provide secure access to board papers through encrypted software and the use of dedicated iPads.

## Professional development

All directors must have a commitment to ongoing professional development.

## Annual appraisal

To ensure maximum efficiency of board functioning all directors are required to undertake an annual performance appraisal.

## Core competencies, attributes and capabilities

Lived experience of disability highly regarded.

### Qualifications, experience, skills:

- Tertiary qualifications with relevant professional discipline, and other relevant experience
- Prior board experience (especially not-for-profit health, community services or disability support provider)
- Board governance and strategy knowledge and experience

- Demonstrated capacity to think strategically and to translate strategy into outcomes
- Excellent analytical skills including the ability to synthesise and interpret data
- Where appropriate:
  - legal experience, particular corporate governance compliance
  - financial management, accounting or auditing skills
  - marketing, communications or media experience
  - management consultancy experience
  - human resources experience
  - digital technologies.

**Leadership/interpersonal attributes:**

- Demonstrated high level capacity to work as a leader
- Excellent interpersonal and written communication, negotiation, organisational and time management skills
- Ability to be innovative and embrace strategic change management
- Demonstrated use of appropriate ethical standards, practices and behaviours.

**Conditions of tenure**

Directors act in a voluntary capacity and are elected by the membership at the Annual General Meeting, or are appointed by the board.

Unless otherwise specified in the letter of appointment, directors serve for a three-year term, and may be re-elected or re-appointed for two additional terms.

Directors may seek reimbursement of reasonable expenses.

**Related documents**

- Constitution
- Director’s letter of welcome
- Governance policies (including code of ethics and proper practice)
- Welcome to Mambourin booklet
- Organisational chart

**Signed**

Director name \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_

Chair name \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_