



**Director**

**Position Description**

## Position Description

### Role Overview

**Responsible for:** Company - Roseberry Community Services Ltd, trading as Roseberry Qld.

**Working with:** Non-Executive Board of Directors, comprising of Chair, Vice Chair, Secretary, Treasurer and 2-6 other non-executive Ordinary Directors (Board Members).

**Expected hours of commitment:** Approximately 2 hours for bi-monthly Board meetings; 2 hours for quarterly sub-committee meetings; 1-2 hours meeting preparation time (reading, emails, taking notes) and time each week to reply to Roseberry Qld Board emails. On average commitment is around 3 hours/week.

**Reporting to:** Board.

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### 1.0 Role

- a. The role of the Board, on behalf of the members of Roseberry Community Services Limited (RCS), is to provide effective governance of the organisation, represent it to the community and accept responsibility for its operations.
- b. In performing this Role, the Board will put the interests of Roseberry Community Services Limited ahead of those of all other stakeholders.
- c. Understand your responsibilities and commitment as a Director of RCS according to the RCS Constitution and RQ 01.01 Governance and Effective Management Policy.
- d. Adhere to the RQ Code of Conduct and Directors Commitment Statement.

### 2.0 Responsibilities

#### 2.1 Strategic Planning

- a. Participate in the Board and senior management strategic planning workshop that updates the 1-5 year Strategic Plan. Strategic planning is set for a full day each year.
- b. Participate in the development and composition of the Strategic Plan.
- c. Approve the Strategic Plan.
- d. Approve the Strategic Action Plan developed by the General Manager and the Treasurer within the framework provided by the Strategic Plan.
- e. Actively monitor implementation of the Strategic Plan in the context of the risk management policy.

#### 2.2 Budget

- a. Approve the annual budget.
- b. Approve the monthly financial reports including expenditure.

#### 2.3 Organisational Effectiveness

- a. Approve the appointment of the General Manager.
- b. Ensure that a succession plan is in place the role of General Manager.
- c. Approve the General Manager's annual performance review.
- d. Acknowledging the distinct roles of the Board and the General Manager and in conjunction with the Chair, support the General Manager in the conduct of the incumbents' duties (e.g. through mentoring or providing advice where the Board member has particular skills related to specific issues).

## **2.4 Audit**

- a. Recommend the appointment of independent auditors to members for approval at the Annual General Meeting.
- b. Be assured that the Board and its subcommittees are accurately informed in a timely way (through reports and other methods).
- c. Ensure that the Board and General Manager are implementing policies and strategies that comply with all relevant laws.

## **2.5 Board Performance**

- a. Prepare for, and actively participate in Board and subcommittee meetings and strategic planning workshops.
- b. Contribute to the annual Board performance review and support the implementation of measures to enhance its performance.
- c. Identify potential Board members to enable effective renewal and succession planning to ensure the right skill sets are available to the Board.

## **2.6 Governance**

- a. Understand your responsibilities as a Director of RCS according to the RCS Constitution
- b. Consider, debate and vote on issues before the Board on the basis of the best interests of RCS only.
- c. Comply with the rules, policies and standing orders of RCS.

## **2.7 Meetings**

- a. Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence.
- b. Read bi-monthly Board report (usually around 60-80 pages). Consider issues before the meeting, bring questions/discussion items to meeting. Meetings usually go for around 2 hours.
- c. Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate.

## **2.8 Administrative & Management**

- a. Serve on Board Sub-committees as required, usually quarterly meetings (Human Resources; Finance & Risk; Clinical Governance).
- b. Approach employees of RCS (paid or unpaid) only through the General Manager or Chair

## **2.9 Promotion**

- a. Promote RCS in the community as opportunities arise.

## **2.10 Legal and Ethical**

- a. Agree to abide by the legal and ethical considerations as stated in the Directors Commitment Statement.
- b. Avoid making any improper use of their position in RCS so as to gain any material advantage for themselves, or for any other person, or to the detriment of RCS
- c. Avoid making any improper use of any information acquired by virtue of their position with RCS so as to gain any material advantage for themselves, or for any other person, or to the detriment of RCS

- d. If you have any direct or indirect material personal interest in any contract with RCS, inform the Board immediately as per Conflict of Interest Policy
- e. If you have any direct or indirect material personal interest in any contract with RCS, not vote in the Board on that issue
  
- f. If you have any non-material personal conflict of interest in any matter before the Board, or believe that the perception of such a conflict might arise, inform the Board immediately and follow the Board's ruling as to proper procedure. See Conflict of Interest Policy
- g. At all times, conduct Board business politely and with consideration for others, without ill feeling, improper bias or personal animus
- h. Adhere to the Board of Director's Code of Conduct at all times
- i. Exercise your powers and duties with care and diligence that a reasonable person would have which includes taking steps to ensure you are properly informed about the financial position of the Company and ensuring the company does not trade if insolvent.
- j. Exercise your powers and duties in good faith and in the best interests of the company and for a proper purpose
- k. Ensure the company keeps adequate financial records to record and explain transactions and the company's financial position and performance.

## **2.11 General**

- a. On being elected to the Board, Directors are required to undertake induction and training procedures as provided by the Board

### **Submissions:**

Applicants are asked to submit a resume (may be a summarised version) to the Roseberry Qld Board for consideration. Board will review resumes and use a Board Skills Matrix as part of their due diligence processes to find suitable candidates. There is the opportunity to accept more than one Director for a position.

Apply to – Roseberry Qld Board, c/o Director Erin Robertson,  
[erin.robertson@roseberry.org.au](mailto:erin.robertson@roseberry.org.au)