

Board Director Information

The following information relates to the Westgate Health Co-operative Ltd. Board Director positions.

The current Westgate Health Co-operative Ltd (hereinafter referred to as "Westgate Health") Board of Directors are strongly committed and focused on ensuring the current and future Directors utilise and operate within its approved governance principles, policies, procedures and indicators. Directors should also operate within the parameters of this Directors' Position Description, thereby enabling the Chief Executive Officer to manage and the Board to govern the Co-operative in a collaborative manner.

The position of Director, like all directorships of public, private and community companies, associations or co-operatives, carries with it serious and onerous roles and responsibilities. These governance roles and responsibilities are framed by Local, State or Commonwealth government legislation and regulations, industry or government standards, contracts and agreements and various constitutional documents.

The Westgate Health Board is responsible for the overall governance, culture and strategic direction of the Co-operative. As a result, the Board has ultimate accountability for its activities and performance. The Board is comprised of Directors who can only exercise their authority when acting as a collective. Collectively Directors provide governance and oversight of the Co-operative and will typically meet up to 12 times per year.

The Board's key governance responsibilities are identified in a 'snapshot' of the 10 Principles:

- 1. Purpose and strategy**
The organisation has a clear purpose and a strategy which aligns its activities to its purpose.
- 2. Roles and responsibilities**
There is clarity about the roles, responsibilities and relationships of the Board.
- 3. Board Composition**
The Board's structure and composition enable it to fulfil its role effectively.
- 4. Board effectiveness**
Oversee The board is run effectively and its performance is periodically evaluated.
- 5. Risk management**
Board decision making is informed by an understanding of risk and how it is managed.
- 6. Performance**
The organisation uses its resources to appropriately and evaluates its performance.
- 7. Accountability and transparency**
The board demonstrates accountability by providing information to stakeholders about the organisation and its performance.
- 8. Stakeholder engagement**
There is meaningful engagement of stakeholders and their interests are understood and considered by the Board.
- 9. Conduct and compliance**
The expectations of behaviour for the people involved in the organisation are clear and understood.
- 10. Culture**
The board models and works to instil a culture that supports the organisation's purpose and strategy.

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The board oversees Westgate Health culture and strategy while the Chief Executive Officer consults and collaborates with the Board and Westgate Health team to develop and implement plans to achieve it, via a mutually-agreed roadmap. Boards are expected to operate on a more long-term and strategic basis, while noting sometimes the organisation will require operational consultation and support, and Directors have an ultimate fiduciary duty to the Co-operative. Management (via the CEO) are accountable for the more immediate operational needs of the organisation and its people.

For further information or discussion regarding Westgate Health Board Strategy, History and Ethos, please refer to the website www.westgatehealth.coop or contact Westgate Health Board Chair.

Board Chair: Jenny Morris

Tel: 0401 651 012

Email: Jennym@westgatehealth.coop

Board Director Information

Board Director Position Description

Organisation:	Westgate Health Co-operative Ltd
ABN:	96 221 218 119
Legal Entity:	Westgate Health Co-operative Ltd
Location:	17 Vernon Street, South Kingsville; and 2 Home Road, Newport
Position:	Director of the Board
Engagement:	One/Three-year appointment via membership election and/or nomination at the Annual General Meeting of Westgate Health, or via co-option by the Board to cover a vacancy until the next AGM.
Framework:	<ul style="list-style-type: none"> • Relevant Local, State and Commonwealth Legislation and Regulations • Westgate Health Co-operative Ltd. Rules (Constitution) • Westgate Health governance principles, policies, procedures and indicators • Legal Agreements, Funding & Service Agreements, Contracts and associated documentation • Relevant Standards, Quality Systems, Licences, Registrations, Certifications and Accreditations
Modus Operandi:	The Westgate Health Board of Directors operates within a governance framework
Directorship Requirements & Expectations:	<ul style="list-style-type: none"> • Hourly commitment per month will vary and be based on the Board's Annual Board Calendar, Sub-committee involvement, AGM and Co-operative efforts • Average of 2 hours per week • Participation in professional personal development
Directorship Overview	<ul style="list-style-type: none"> • The Director will attend to the following governance duties: <ul style="list-style-type: none"> ○ Board Meetings ○ Relevant Committee Meetings ○ Annual General Meeting • Directors will add measurable value and benefit to Westgate Health and its Board through the provision of cultural leadership, strategic organisational and/or relevant technical skills, experience, knowledge, wisdom, contacts and networks

Board Director Information

Key Governance Responsibilities

The Directors' key governance roles are:

- first and foremost, act at all times in the best interests of the Co-operative
- secondly, always act in the best interests of all internal stakeholders and key external stakeholders

The Directors' key governance responsibilities are:

1. **Purpose and strategy**
2. **Roles and responsibilities**
3. **Board composition**
4. **Board effectiveness**
5. **Risk Management**
6. **Performance**
7. **Accountability and transparency**
8. **Shareholder engagement**
9. **Conduct and compliance**
10. **Culture**

Key Cultural Leadership Responsibilities:

- Drive the Vision, Mission, Values, Guiding Principles and Co-operative Philosophy
- Seek to hear every voice internally and externally to the Organisation
- Establish channels for open and transparent communication with all role levels and positions within the Organisation; support our people to feel safe and valued contributors
- Be an effective and contributing member to the Westgate Health Board
- Represent Westgate Health's Ethos and Vision with external and community parties. Ensure the Organisation and its services operate in a manner which will enable the Organisation to live our values and be successful in our industry and community

Key Strategic Leadership Responsibilities:

- Create a clear Organisational Vision as the foundation for an aligned and meaningful Strategic Plan
- Collaborate and drive the design and development of the Co-operative's Strategic plan
- Set the key results areas (KRAs) of key performance indicators (KPIs) contained in the strategic Plan, particularly for CEO performance direction and management
- Review strategic organisational proposals, projects, feasibility studies, business plans, reports and related documentation
- Keep abreast of the emerging and future strategic challenges and opportunities, trends and issues of the industry/sector in which the Co-operative operates.
- Support the CEO in the management operations of the Co-operative utilising Authorisations and Delegations as a point of reference

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- Empower the CEO to engage and support the Westgate Health team to achieve the Strategic Plan
- Provide the strategic leadership and governance of the Co-operative in partnership with the CEO

Key Policy Based Decision Making Responsibilities:

- Assist in making and undertaking strategic and organisational governance decisions and directives within the Organisation's governance principles, policies, procedures.
- Participate in regular reflection and an annual review of the Board's performance
- If and when required, provide input and advice to the CEO on the development of organisational policies and procedures
- Regularly review Delegations as they apply to the Board, CEO and team members.

Key Resources Responsibilities

Ensure that the organisation / staff have the appropriate resources and support to enable it / them to:

- Function effectively to realise opportunities and actions within the Strategic Plan
- Provide quality service in their roles supporting members of our community, partners and each other, within delegated work hours
- Escalate issues when they require assistance

Key Compliance & Coverage Responsibilities:

Ensure the Organisation operates within

- The definition and mandate of its Vision, Mission, Values, Guiding Principles and Co-operative Philosophy
- Any laws as they apply to Co-operatives, Employers and Organisations, including relevant legislation, regulations and associated government or industry standards, legal agreements and contracts
- The parameters of its 'Rules' (Constitution) and its governance principles, policies, procedures, and resources.
- The requirements, specifications and outcomes of funding and service agreements, contracts, strategic alliances and partnership agreements.

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Key Monitoring & Reviewing Responsibilities:

- On a regular basis monitor the Co-operative and its various operations referring to the Board Meeting Minute Items
- Monitor at a high level the service delivery performance and outcomes of funding and service agreements, contracts, strategic alliances, partnership agreements and related documents.
- Monitor and provide advice on the current and future external key drivers, risks, trends, issues and their strategic impacts and implications on the Co-operative and its operations
- Monitor and provide strategic advice on the opportunities, ideas and information that can assist the Co-operative and operations to grow and develop
- Monitor the current and future industry/sector environments of the Co-operative.
- On a bi-annual basis monitor the implementation of the Strategic Plan and the performance of the CEO via agreed measures.

Reporting:

Ensure that the following reports are made:

- Report to the Chair of the Board as and when required
- Report to all stakeholders via the Westgate Health Annual Report
- Report to the Australian Securities & Investment Commission, Australian Charities and Not-for-profits Commission or [State Authority] via Annual Returns and Reports
- Report to auditors in relation to accreditation, certification, registration or similar audits, quality assessment or process
- Report via the CEO to local, State or Commonwealth officers, trusts, donors and sponsors, strategic partners and associated entities via agreement/s and contract/s, measures, targets and outcomes

Board Director Information

Confidentiality

Board confidentiality is important as it encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has left the Board.

Maintaining confidentiality as a general rule will also help ensure observance by Board members of the following legal duty:

A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:

- *gain an advantage for themselves or someone else; or*
- *cause detriment to the organisation.*

If a request is made for access to one or more Board Papers, the Board may on a case by case basis resolve to provide access to the document/s. In considering this request, the Board will have regard to:

- The importance of maintaining confidentiality to facilitate effective board meetings;
- The importance of complying with the law – including privacy law – and recognizing that the law sometimes creates duties to disclose or protect information;
- Whether the person requesting the document is a member, and the important role of members in holding the Board accountable; and
- The need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

Nothing in these principles are intended to prevent the Board from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Board in carrying out its functions.

***Board Papers** mean all written communications to Board member/s including without limitation monthly/quarterly board papers, submissions, minutes, letters, memoranda, board committee and sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to the Board member as a Board member during his or her time in office.

Key Liaisons:

- Westgate Health Board members
- Westgate Health CEO
- Westgate Health Employees and Contractors ('team members'), as relevant
- Westgate Health strategic partners

Board Director Information

- Performance Review:**
- Regular informal Board performance feedback
 - Annual Director performance review, including self-assessment – with Chair; and
 - Input to Chair for annual performance review
- Expected Attendance & Involvement:**
- All Board meetings except when a leave of absence is noted to the Chair
 - Membership of a Board Sub-Committee if necessary
 - Annual Westgate Health strategic planning/review
 - Annual General Meeting
 - Other representations, delegations, presentations and meetings as required
- Organisational Memberships:**
- Directors must remain active and paid Members of Westgate Health Co-operative. An independent Director is a person who has experience or expertise in an area relevant to the business of the Co-operative but is not a member of the Co-operative as per the Co-operative Rules.
- Remuneration:**
- Voluntary (reimbursement of ad hoc agreed expenses)
- Voting:**
- As per the Westgate Health Co-op Rules
- Qualifications:**
- Qualifications or experience ideally in relevant disciplines or professions, as determined by the Westgate Health Board Skills Matrix or the current Chair and Board
- Experience & Key Competencies**
(Desirable):
- Previous experience on a public, private or community Board of Directors
 - Demonstrate values aligned to the Philosophy of the Co-operative, and Inner West Melbourne community
 - Ability to take account of a diverse range of views and opinions and operate in an objective, logical and strategic manner
 - Bring an extensive range of potential strategic alliances, networks and/or contacts that could directly benefit the Co-operative and its various operations, services or business
 - Bring a sound industry/sector understanding and experience that can be applied to the Co-operative, with a 'fit for purpose' lens
 - Bring a breadth and depth of relevant strategic and/or organisational leadership and management skills, knowledge, experience and wisdom

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Governance Structure:

The governance structure of the Board has been developed in response to:

- The focus and work requirements of the Board and, as necessary, Committees
- The ability to realise the Vision, Values, Mission and Guiding Principles unique to Westgate Health and its Co-operative Members
- The delivery of the Westgate Health Strategic Plan

The Westgate Health governance structure has four key components:

1. Membership
2. Board
3. Committees; and
4. Chief Executive Officer

Code of Conduct

The following principles underpin standards of conduct expected of a Director. The Director will:

1. Act honestly, in good faith and in the best interests of the Co-operative as a whole, upholding its values, principles and ethos.
2. Use their skill, care and diligence in fulfilling the functions of the position and exercising the powers attached to that position.
3. Use the powers of position for a proper purpose, in good faith and the best interests of the organisation.
4. Recognise that the primary responsibility is to the organisation as a whole but may, where appropriate, have regard to the interest of all stakeholders of the organisation.
5. Use information and the position of Board Director appropriately.
6. Properly manage any conflict against the interests of the Co-operative.
7. Be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
8. Manage confidential information – please refer to **Confidentiality**.
9. Not engage in conduct likely to bring discredit or disrepute upon the Co-operative.
10. Generally direct requests and directives from Directors to the CEO while being committed to further developing their own relationship with the CEO.
11. Comply with the spirit, as well as the letter of the law and with the principles of this Code.
12. Cultivate productive relationships by working collaboratively and treating fellow Directors with respect and courtesy, in a manner that elicits their best contributions.
13. Be accountable for the decisions of the Board / Committee, and not work or publicly speak against them.
14. Be committed to a Board culture of transparency and openness, being honest and respectful, building trust whilst thinking the best of each other.

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*While it is noted that not all Board members will be a member of the Australian Institute of Company Directors (AICD), the AICD Not for Profit Governance Principles underpin the responsibilities of the Board Member.

Commencement Date of Directorship: [Date]

Term of Directorship: [Date]

Authorisation: The election/appointment of [Name of Director] was approved by the Westgate Health's Board of Directors/members at the Board Meeting/Annual General Meeting held on [date] at [venue]

*Title: **Chairperson,**
Westgate Health Board of Directors*

*Title: **Directors Name***

Name:

Name:

Signature:

Signature:

Date:

Date:

References:

<https://aicd.companydirectors.com.au/resources/not-for-profit-resources/not-for-profit-governance-principles>

<https://www.acnc.gov.au/>

<https://www.westgatehealth.coop/co-op-rules>

<https://www.consumer.vic.gov.au/licensing-and-registration/co-operatives/what-is-a-co-operative>

<https://www.oxfam.org.au/wp-content/uploads/2011/10/Board-Charter-Governance-Dec2016.pdf>

Report of Governance Review 2020