



YILLI RREUNG HOUSING ABORIGINAL CORPORATION DIRECTOR APPLICATION FORMS (IB20)

V03 2021

Director Role Description

<p>Role Overview</p>	<p>The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage the strategic direction of the corporation, organise and attend director meetings and fulfil other roles in accordance with the Corporation Rule Book and CATSI Act.</p> <p>The number of directors of the corporation is up to six (6).</p>
<p>Eligibility of directors (Refer to: Rule book 5.3)</p>	<p>A director (other than a director appointed under rule 5.7 'Independent or specialist non-member directors) must be:</p> <ul style="list-style-type: none"> • at least 18 years old • is an Aboriginal and Torres Strait Islander person; • A person who permanently resides within a distance of 250km of the Darwin GPO; • A person who is not an employee of the Corporation; • A person who is not an applicant for employment with the Corporation; and • A person who was not employed by the Corporation during the five (5) year period prior to making an application for membership of the Corporation. • not be an employee of the corporation • submit a resume • has gone through the YRHAC skill matrix process (Appendix A) • must have the required skill set for the board • sign the code of conduct and confidentiality. <p>A person is not eligible to become a director as per requirement of the CATSI (ss. 279-5 and 27910 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)).</p>

<p>How to become a director (Refer to: Rule book 5.5)</p>	<p>The corporation can appoint an appropriate eligible director by the members passing a resolution at a general meeting or AGM.</p> <p>Before being appointed as a director, the person must give the corporation their consent in writing to act as a director (Appendix B) and comply with section 5.3 'Eligibility of directors' & 5.4 'Majority of director requirements' of the corporation rule book, complete board skills matrix and have the skills required by the board at that time.</p>
<p>Director terms of appointment and rotation (Refer to: Rule book 5.6)</p>	<p>Newly elected directors have a term of two years, which ends at the second AGM after they take office.</p> <p>For directors appointed at the AGM there is a rotation system, so that half the directors must retire at each AGM. Directors are eligible to be re-elected.</p>
<p>Casual vacancy (Refer to: Rule book 5.8)</p>	<p>If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting</p> <p>A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.9) and so the position of that director is vacant. The person must meet the director eligibility criteria in rule 5.3 'Eligibility of directors' and any criteria that apply to the particular vacancy.</p>
<p>Directors' duties and activities</p>	<ul style="list-style-type: none"> ▪ Sign and adhere to the five legal duties of directors. (Appendix C) ▪ Adhere to YRHAC rule book, the code of conduct and confidentiality. ▪ Provide approximately 15 hours of volunteer service to the corporation per quarter. (5 hours per month) ▪ Attend all director, committee meetings and/or workshops as required. ▪ Review and sign funding/ grants, audits, NRSCH and CAL registration. ▪ Review and approve relevant policies. ▪ Create and monitor strategic plans. ▪ Select, support, review CEO. ▪ Monitor and manage financial resources. ▪ Assess and develop skills. ▪ Involve in directors and members recruitment. ▪ Promote the corporation in the community.
<p>Delegation powers</p>	<p>The directors can pass a resolution to delegate any of their powers to another director, a committee, a member or an operational staff member.</p> <p>The delegate must follow the directions of the directors when using the delegated powers. The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers. Delegates must report to directors on the exercise of their delegated power.</p>

BOARD SKILLS MATRIX

Objective

The purpose of a board skills matrix is to identify the skills, knowledge, experience and capabilities desired of the Board to enable it to meet both its current and future challenges.

A skills matrix is not intended as a report card on individual directors, but a tool for identifying the competencies and skills desired by the Board as a whole, to meet the strategic needs of the Corporation now and into the future.

Through considered reflection and productive discussion a board skills matrix helps identify any gaps in the Board's current composition, allowing those gaps to be addressed through training and development opportunities for members or future appointments.

Framework

To determine what skills / capabilities to measure a robust and logical process must be followed, taking into consideration:

- Strategy and Vision – Strategic objectives
- Current issues – Key issues and challenging facing the business
- Future Scenarios – What is the next big leap?

The areas for review will be separated as follows:

SKILLS	DEFINITION
Industry Knowledge and experience (scale 0-4) Exposure to and experience in the sector and industry. Scored 0-4 and should be flagged as executive and non-executive level experience.	
Housing industry experience	Experience in the Australian housing industry - please flag as Employee / Executive level
Not-for-Profit sector experience	Experience in the Australian Not-for Profit sector – Please flag as Employee / Executive level
Community affiliation / access	Possesses a broad range of professional relationships. Ability to access these relationships to bring varied information for board service High level reputation and networks in the local community and the ability to effectively engage and communicate with those stakeholders
Technical Skills / Subject Matter Expertise (scale 0-4) Specific areas of knowledge or experience; these attributes will be scored 0-4. We would not expect any member to score high across all areas, rather this will help identify the 1 or 2 areas where each person's strengths lay.	
Property management	Experience evaluating real estate investments, understanding of Real Estate and Housing Legislations
Accounting	Qualification and experience in Accounting: - Oversee funding arrangements and accountability - Oversee budgets and efficient use of resource
Finance	Qualifications and experience in Finance: - Financial management of assets and liabilities - Contribute to strategic financial planning
Legal / regulatory / compliance	Qualifications and experience in regulatory compliance with emphasis on: - Housing and Real Estate legislation, Not-for-profit associations, Employment Law, Health and Safety Legislation Oversight and management of regulatory frameworks and processes designed to ensure that all regulatory obligations are met

Risk management	Ability to identify key risks in an organisation across a wide range of areas Balance risk and return Monitor risk and compliance management frameworks and systems
HR management	Oversee strategic Human Resource management including appointment and performance management of CEO, workforce planning, succession planning, large scale organisational change, employee and industrial relations
Asset Management	The lifecycle management of physical assets (such as real estate, mobile plant and tooling) - Planned maintenance schedules, contractor management and project management
Community relations / stakeholder engagement	Experience in or thorough understanding of: - the expectations of external stakeholders, for example, government, regulatory bodies, local communities, industry associations, contractors / suppliers - Management of engagement and communication with external stakeholders
Executive leadership	Experience in an executive role or senior leadership role
Government relations / lobbying	Experience in or in a position to: - Managing government relations and industry advocacy strategies - Advocate on behalf of YRHAC's vision, mission and strategic goals with government department
Business development	Experience in: - Identifying and leveraging opportunities for business growth - Identifying and winning government and private sector tender opportunities
Project Management	Qualification and experience in Project Management: - Experience in the development and monitoring of Project Management - Oversee budgets, deadlines and quality of a project
Information Technology and Innovation	Knowledge and experience in information communication technology with the ability to implement appropriate and secure technologies to the housing and non-for-profit sectors
Strategic planning	- Demonstrated track record for long term planning and setting the strategic direction of an entity - Proven ability to think strategically – identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the corporation's objectives
Financial literacy	Experience in or ability to: - Read and understand fundamental financial statements and essential quantitative information - Understanding key financial and investment concepts - Critically analysis performance based on financial reports
Governance experience	Experience in the application of corporate governance principles in a regulated entity and: - A director qualification equivalent to the Australian Institute of Company Directors (AICD) ; or - Prior board experience with another organisation
Behavioral Competencies (yes/no) Generic skills / knowledge and experience which all members are expected to possess; these areas will be graded Yes or No	
Cultural sensitivity	Knowledge and respect towards Aboriginal and Torres Strait Islander customs, law, history and tradition.
Integrity and high ethical standards	A commitment to: - Understand and fulfil the duties of a board member; maintain current knowledge through professional development - Put the Corporations interests before any personal interests - Act in a transparent manner and declaring any activities or conduct that might be a potential conflict - Maintain Board confidentiality at all times
Commitment	The time and passion to make a genuine and active contribution to the YRHAC Board and commitment to uphold the Code of Conduct. The ability to maintain the separation of powers between strategic and operational matters.
Communication skills	The ability to: - Give and receive information effectively, orally and in writing

	- Listen to, constructively and appropriately debate others people's viewpoints
Sound judgement	The ability to: Assess situations or circumstances astutely - Make informed decisions objectively by weighting all the pros and cons based on the latest available data
Ability and willingness to challenge and probe	- Not a "silent" Director or Member who never contributes and give feedback to the Corporation - Willingness to challenge the status quo - Suggests solutions or methods to improve or correct established practices - Preparedness to ask questions and challenge management and peers in a constructive and appropriate way
Interpersonal relations	- The ability to work as part of a team and demonstrate the ability to relate effectively with others - Respectful towards other individuals

Procedure

The process is to recognise the value and validity of skills to ensure as a group the Board has the necessary skills to attain the collective objective. Potential new appointments are assessed against the Skills Matrix to ascertain what value they would add to the existing composition.

Skill matrix assessment method:

- 1) Member applicant/s share their CV and a biography outlining their skills and experience, these profiles are disseminated to existing directors and form the basis for the confidential peer assessment.
- 2) Each existing director fill out the peer-assessment column in the *Individual Skill Matrix Table*. Grade the applicant 0-4 on technical and industry knowledge and Y or N on behavioural competencies.
- 3) The peer-assessment scores are returned to HR who compiles and averages the scores based on the number of respondents; all individual responses are then destroyed. The applicant/s are provided with the average peer-assessment score.
- 4) The applicant fill out the self-assessment columns in the *Individual Skill Matrix Table* and for any area of discrepancy between the peer score and self-score, provide a rationale for the score they are providing.
- 5) Responses returned to HR who creates a report for the Board highlighting any areas of discrepancy that require further discussion. The Board meets as a group and collaboratively discuss any discrepancies i.e., the applicant rationale is discussed and directors collectively agrees to amend or leave as is. Results are endorsed by the Board.
- 6) HR translates the results into a Board Combined Skills Matrix, giving an overall picture of the Board's composition without identifying individual Directors/Members.
- 7) Opportunities for training and development are assessed; if there is a technical or subject matter expertise gap the Board will consider upskilling, outsourcing or new appointments to ensure they are adequately equipped to meet challenges; if there is a behavioural competency deficit the Board will engage in training and development with the following urgency:
 - a. >50% no = high urgency, immediate training required
 - b. 25-50% no = medium priority, training or development in the next 12 months
 - c. 1x no = low priority
- 8) Board Skills Matrix is periodically reviewed as part of the Board's annual calendar, with input from the Audit and Risk Committee. Potential new appointments are assessed against the Skills Matrix to ascertain what value they would add to the existing composition.

INDIVIDUAL SKILL MATRIX TABLE

**Please fill out this form*

		Marking legend
Name:	0	no experience at all
	1	Some working knowledge, have little experience
	2	At least 2 years of working experience and competence; or a qualification.
Tenure:	3	A minimum diploma qualification (AQF 5) - or professional/ trade certification (e.g.: comprehensive AICD course, CIPA) plus 2 years working experience.
	4	Executive/Board level experience (manage the overarching strategy- beyond operational) plus a minimum diploma qualification (AQF 5) plus 2 years working experience.

Industry Knowledge / Experience	Self-Assessment (0-4)	Peer Assessment (0-4)	Rationale
Housing industry experience			
Not-for-profit sector experience			
Community affiliation / access			
Technical skill / Subject Matter expertise	Self-Assessment (0-4)	Peer Assessment (0-4)	Rationale
Property management			
Accounting			
Finance			
Legal / regulatory			
Risk management			
HR management			
Asset Management			
Community relations / stakeholder engagement			
Executive leadership			
Government relations / lobbying			
Business development			
Project Management			
Information Technology and Innovation			
Strategic planning			
Financial literacy			
Governance experience			
Behavioural Competencies	Self-Assessment (YES/NO)	Peer Assessment (YES/NO)	Rationale
Cultural sensitivity			
Integrity and high ethical standards			
Commitment			
Communication skills			
Sound judgment			
Ability/willingness to challenge and probe			
Interpersonal relations			



YILLI RREUNG HOUSING ABORIGINAL CORPORATION CONSENT TO BECOME A DIRECTOR FORM

**Please fill out this form and sign*

Consent to become a director

I, _____ (first and last name of person)

of _____ (residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

I confirm _____ (date of birth)
my date of birth is

and my place of birth _____ (place of birth)
was

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

- have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations
- Not adhering to the corporation code of conduct
- If I apply for a position in the corporation

and I will notify the corporation if any of the above events occur after my appointment.

Signature of person _____

Date _____

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.



THE 5 LEGAL DUTIES OF DIRECTORS

Duty of Care and Diligence

(CATSI Act: section 265-1) Directors and other officers must exercise their powers and carry out their duties with reasonable care and diligence.

This means they take their responsibilities seriously.

Directors who act carefully and diligently are interested in what's happening at their corporation and are well prepared to make decisions. For example, they are across their corporation's affairs and:

- Follow their corporation's rule book
- Never miss a meeting and always arrive on time
- Read all the pre-meeting background papers
- Know their corporation's financial position
- Are not afraid to ask a lot of questions—especially if some of the matters presented to them are complicated or unclear.

For other officers of the corporation, acting with care and diligence, could mean, for example, preparing accurate and timely reports for the directors so that they are well informed and in a confident position to make decisions in the best interests of the corporation.

Breach of this duty may result in a civil penalty but not criminal liability.

Duty of Good Faith

(CATSI Act: section 265-5) Directors and other officers must exercise their powers and carry out their duties in good faith in the best interests of the corporation. This means they must be honest and loyal in their dealings with each other and with the corporation.

For example, directors and other officers who act in good faith never make a decision for their own personal advantage. Their one and only concern is to act in the best interests of the corporation as a whole. A breach of this duty may lead to a civil penalty or criminal liability, if the breach is reckless or intentionally dishonest.

Duty to NOT Improperly Use Position or Information and Confidentiality

(CATSI Act: sections 265-10 and 265-15) Directors, other officers and employees must not misuse their position, or use information obtained as a result of their position, to gain a benefit for themselves, someone else or to cause harm to the corporation.

For example, they must never pass on personal details about members to other people nor give out information that might allow someone competing for a corporation contract an unfair advantage. A breach of this duty may lead to a civil penalty or criminal liability, if the breach is reckless or intentionally dishonest.

At all times the corporation's interests come first.

Duty to Disclose Material Personal Interests

(CATSI Act: section 268-1) Directors must tell each other their personal interests in matters relating to the affairs of the corporation.

This is so directors can avoid making decisions about the corporation which could personally benefit them or their family. 'Material personal interest' is better known as a 'conflict of interest'. If not handled correctly, conflicts of interest may prevent directors from acting only in the best interests of the corporation.

To manage a conflict of interest, a director must declare 'the conflict' to the other directors. This disclosure can take the form of a 'standing notice' or a notice to a specific directors' meeting (where the issue causing the conflict of interest may be up for discussion).

Disclosing a conflict of interest does not automatically mean a director can't be part of a directors' meeting. It may just mean that for a certain part of the meeting (while the matter is discussed) that director steps out. This allows the other directors to talk freely and to make their decision in a neutral environment. Alternatively, the director may be invited to stay if they have 'the fully informed consent of the other directors to be present and vote'—see section 268-20(4) in the CATSI Act. A breach of this duty may result in a criminal penalty.

There is nothing wrong with having a conflict of interest so long as you, as a director, disclose all of the information about the conflict of interest to the other directors and abide by their decision how it is managed.

Duty to NOT Trade While Insolvent

(CATSI Act: section 531-1) Directors must not allow their corporation to trade when it does not have enough money to pay its bills when they are due.

To be 'insolvent' is to be unable to pay your debts when they fall due. If any one of the directors authorises a transaction, or makes a decision, which causes their corporation to become insolvent, they will have breached their duty to not trade while insolvent.

A breach of this duty may result in a civil penalty and, if dishonest, a criminal penalty.

Directors should always know their corporation's financial position. Only then can they be sure that their corporation is not trading while insolvent.

Declaration Endorsement

All directors must sign the following declaration

THE 5 LEGAL DUTIES

1. DUTY of care and diligence
2. DUTY of good faith
3. DUTY to not to improperly use their position or information and confidentiality
4. DUTY to disclose conflicts of interest
5. DUTY to not to trade while insolvent (directors' duty)

I have read, understand and agree to abide by the *5 Legal Duties of Directors*.

I give consent to the corporation to assess my eligibility to become a director.

**Please sign here*

Signature :

Name :

Date :
