

Position Description

Board Member (Director)



Position details

POSITION TITLE	Board member (Director)
TEAM / UNIT	Lirata Ltd
BASE LOCATION	Lirata is based in Naarm (Melbourne) but operates throughout Australia. Board proceedings are conducted online. Board members may be based anywhere in Australia.
POSITION TYPE	Volunteer
REMUNERATION	Board roles are unpaid. Incidental expenses associated with Board duties may be reimbursed where negotiated.

Introducing Lirata

Lirata Ltd (www.lirata.com) is a small, independent not-for-profit organisation based in Naarm (Melbourne), Australia. We acknowledge the Traditional Owners of the lands and waters throughout Australia on which we work. We pay our respects to their Elders past, present and emerging, and acknowledge that sovereignty was never ceded.

Vision

A socially just world in which power, resources and opportunities are shared equitably, all people are fully valued and included, and people live sustainably and free from violence, abuse and exploitation

Purpose

To advance social justice by strengthening the enablers and reducing the barriers to positive social change

Values

Integrity
Learning
Collaboration and community
Positive effective change

Lirata supports the work of individuals and organisations who are responding to those in need. We partner widely to develop constructive solutions to social issues. We specialise in the health, community services, education and development sectors, within Australia and internationally. We work with all tiers of government, service providers, peak bodies, advocacy organisations, socially engaged businesses and many others to assist them to:

- Become more **effective** in achieving their goals.
- Achieve greater **sustainability**.
- Adopt more **ethical and empowering** approaches.

We operate as a social enterprise, delivering our work through consultancy, capacity building and systems advocacy. We assist our partner organisations with monitoring and evaluation, organisational and program review, strategic and operational planning, organisational development, data systems development, training and mentoring. We also develop new approaches, tools and frameworks for social justice work.

Lirata currently has three Directors, eight core staff, ten Associates who join our teams for specific projects, and a number of skilled volunteers.

Our history in the sectors in which we work spans over three decades. We are constantly growing, developing and exploring new possibilities. We invite you to work with us to help build a better world.

Position overview

Board members (Directors) collectively oversee the operation of Lirata Ltd, ensuring the provision of effective, high quality and innovative work for social justice. Each Board member contributes actively to the work of the Board to ensure that Lirata achieves its purpose and strategic objectives, remains financially solvent, operates effectively and sustainably, and complies with its corporate legal requirements.

The Board takes full responsibility for the governance of Lirata. This means that the Board accepts vicarious responsibility and accountability for all organisational matters. Under Australian law (*Corporations Act 2001* and at common law), Directors have specific legal responsibilities. Each Board member is expected to be aware of and to operate in accordance with these responsibilities. Directors who do not fulfil these responsibilities may run the risk of significant legal consequences.

The Board is focused on strategy and impact rather than operational decision-making. Board members play an important role in keeping Lirata focused on the purpose and intended outcomes of its work, and on the strategic and policy implications of matters coming before the Board. Board members are not involved in day-to-day management of the organisation or in administrative decision-making. Board members must ensure that appropriate high-level policies, reporting arrangements and executive oversight mechanisms are in place to enable them to acquit their governance responsibilities.

Board members are responsible to the company's Members and are expected to also maintain a strong awareness of the broader constituencies whom Lirata's social justice activities aim to benefit. In particular, Board members assist Lirata to stay focused on effective action to address socio-economic inequities and to improve health, wellbeing and social inclusion outcomes for structurally disadvantaged populations.

In addition to their direct role in organisational oversight, Board members contribute to Lirata's success through providing advice and information relevant to Lirata's work, providing support to Lirata's senior management, identifying new strategic opportunities, and brokering connections and relationships.

Legal structure

Lirata Ltd is a not-for-profit Company Limited by Guarantee. Lirata was incorporated in this structure on 1 September 2016. Lirata's consulting practice was originally established in August 2010 and operated under other legal structures between that date and September 2016. Lirata is not a charity and is not registered with the Australian Charities and Not-for-profits Commission.

Board meetings

Currently the Board meets six times per year for 2 to 3 hours per meeting. Meetings occur in January, March, May, July, September and November. Meetings are conducted via videoconference. Following the lifting of pandemic restrictions, Board meetings may revert to a combination of videoconference and face-to-face attendance. Some Board activity also occurs electronically between meetings. It is possible that the frequency of Board meetings may increase in future as we further develop our governance model.

Term of appointment

Appointment of Directors is subject to the provisions of Lirata’s Constitution. There is currently no term limit on Director appointments.

Accountabilities

AREA	ACCOUNTABILITIES
Legal duties under the Corporations Act 2001	<ul style="list-style-type: none"> • Care and diligence – Directors must exercise their powers and duties with the degree of care and diligence that a reasonable person might be expected to show in the role (s 180) • Good faith – Directors must act in good faith in the best interests of the company and for a proper purpose (s 181), including to avoid conflicts of interest, and to reveal and manage conflicts if they arise • Not to improperly use position – Directors must not improperly use their position to gain an advantage for themselves or someone else, or to the detriment to the company (s 182) • Not to improperly use information – Directors must not improperly use the information they gain in the course of their director duties to gain an advantage for themselves or someone else, or to the detriment to the company (s 183) • Insolvent trading – Directors must ensure that a company does not trade whilst insolvent or where they suspect it might be insolvent (s 588G) • Financial information – Directors should take reasonable steps to ensure that a company complies with its obligations in the Corporations Act 2001 related to the keeping of financial records and financial reporting (s 344) • Disclosing directors’ interests – Directors should disclose matters relating to the affairs of the company in which they have a material personal interest (s 191)
Governance	<p>In partnership with other Board members:</p> <ul style="list-style-type: none"> • Oversee the development of, and approve, Lirata’s purpose, strategic plan and values • Contribute to formation of Board policies • Review and approve items requiring Board approval such as the annual budget, capital expenditure, major changes in operations, and major operational policies where appropriate • Be assured that Lirata’s corporate structures, systems and resources are appropriate to its current needs and long-range strategy • Review and approve Lirata’s systems for financial control, legal compliance and risk management and ensure that controls in these areas are adequate and well documented • Actively monitor the performance of the organisation against the Board’s agreed policies and priorities, and be assured that the Board is informed of the condition of Lirata and its operations in a timely and accurate manner • Be assured that published reports properly reflect Lirata’s operating results and financial condition • Select, monitor, appraise, advise, support, remunerate and, when necessary, change the Chief Executive Officer • Be assured that management succession is properly being provided • Appoint independent auditors subject to approval by members

AREA	ACCOUNTABILITIES
External affairs	<ul style="list-style-type: none"> • Be a strong advocate for Lirata and its social justice work in the community and in professional networks • Engage with external stakeholders and bring information gathered back to the Board • Participate in any fundraising approved by the Board
Board activities and development	<ul style="list-style-type: none"> • Undertake Board orientation, professional development and training as appropriate • Attend all Board meetings, or if unavoidable, apologise in advance for absence • Review and consider Board papers in advance of meetings • Contribute to the discussion and resolution of issues before the Board on the basis of the best interests of Lirata only • Implement decisions of the Board as agreed • Contribute to effective Board recruitment, planning, and review and improvement of Board performance
General	<ul style="list-style-type: none"> • Adhere to Lirata’s Code of Conduct and to the Board’s policies and procedures • Communicate and collaborate in a professional, positive and effective manner with other Board members, Lirata staff and external stakeholders • Foster a safe, healthy and positive environment for Board and staff • Actively seek opportunities for innovation and improvement in Lirata’s governance and strategic direction

Key selection criteria

CATEGORY	STATUS	CRITERIA
Eligibility and capacity	Essential	<ol style="list-style-type: none"> 1. 18 years or older 2. Resident of Australia 3. Ability to contribute sufficient time to: <ol style="list-style-type: none"> a. Attend all Board meetings, including specially scheduled meetings outside of the normal Board cycle where required b. Read and consider Board papers ahead of meetings c. Complete Board professional development activities where scheduled 4. Able to serve in the sole interests of Lirata without bias or conflict of interest
Qualifications	Desirable	<ol style="list-style-type: none"> 5. A tertiary qualification in an area relevant to social justice work and/or organisational governance and management
Knowledge, skills and experience	Essential	<ol style="list-style-type: none"> 6. A strong understanding of social justice and of a range of strategies through which social justice may be advanced
	Desirable	<ol style="list-style-type: none"> 7. Strong experience in management and/or governance of social purpose organisations 8. Lived experience of structural inequity

CATEGORY	STATUS	CRITERIA
		<p>9. Connections with people in strategic positions within sectors relevant to Lirata’s work, for example: leaders in communities working for change; decision-makers in social justice-oriented organisations; leaders in other consulting firms, philanthropy or government</p> <p>10. Expertise in one or more of the following areas:</p> <ol style="list-style-type: none"> Board development and review Financial management Fundraising and marketing Social enterprise operations and social purpose start-ups Consultancy Innovation, advocacy and policy development for social change
Personal qualities	Essential	<p>11. Demonstrated commitment to social justice.</p> <p>12. Collaborative ethos and ability to work positively and effectively in teams.</p>
	Desirable	<p>13. Innovative thinking and an entrepreneurial mindset.</p>

Other important information

- We are an equal opportunity employer. We recruit for diversity, as well as skills and organisational fit.
- Lirata is a LGBTIQ+ inclusive and supportive organisation.
- We value cultural diversity and welcome people from all backgrounds.
- People from Aboriginal and Torres Strait Islander backgrounds are encouraged to apply for roles with Lirata.
- Appointment to the Board is subject to satisfactory completion of a Working with Children Check and National Police Record Check, and an ASIC search for banned and disqualified persons.

How to apply

- Expressions of Interest close: 4 September 2020, 5pm.
- Prior to submitting an Expression of Interest, please contact Lirata’s CEO, Mark Planigale, for a short initial conversation.
- Mark will provide you with a Board Information Pack and further instructions on how to submit your Expression of Interest.

For all enquiries about this position, please contact:

Mark Planigale
 Chief Executive Officer
 0429 136 596
recruitment@lirata.com

Document control

VERSION	2
POLICY AREA	Governance
APPROVED BY	CEO
APPROVAL DATE	14 August 2020
NEXT REVIEW DATE	August 2021