



POSITION TITLE:	Company Director, Jacaranda Housing.
REMUNERATION:	No remuneration apart from reimbursement of expenses incurred in fulfilling duties when approved by the Board of Directors as per section 13.7 of the Constitution.
ROLE:	Attending regular board meetings and membership of Board Committee's – as well as participation in other meetings and events as required. Estimated at approximately 10 hours per month.
TERM OF OFFICE:	Three years
PRIMARY LOCATION:	Jacaranda Housing Office in Yeerongpilly, QLD
DATE PD ADOPTED:	2019

1. BOARD VACANCIES

The Board is currently seeking to fill vacancies at the Annual General Meeting in November 2020 due to several Director terms ending at the opening of the AGM and in line with the company's Constitution.

2. COMPANY ENVIRONMENT

Jacaranda Housing is a non-profit organisation that owns and manages community housing assets for those most at risk in the community. Jacaranda Housing is a public company limited by guarantee, is a registered charity holding PBI status, and is governed by a Board of Directors that includes representatives from housed tenants.

As a National Regulatory System Community Housing (NRSCH) registered housing provider, Jacaranda Housing is emerging from a period of significant internal and operational growth. Jacaranda Housing manages 79 properties, owned under agreement with the Department of Housing and Public Works (DHPW) \$39 million in property assets, employs three staff, and has an annual turnover of approximately \$1 million. Jacaranda Housing provides housing services in South-East Queensland.

Jacaranda is beginning an exciting period of growth, aimed at a robust financial future through implementing the Board approved *Five-Year Growth Strategy* in line with the DHPW '*Partnering for Growth with the community housing sector.*'

These services include:

- Housing Information & Referral
- Community Housing
- Specialist Housing Services

3. JACARANDA HOUSING GOVERNANCE ENVIRONMENT

Jacaranda Housing Directors exercise their duties and responsibilities within the following key governance structures.

3.1 Corporations Act 2001

The duties and responsibilities of Company Directors to act in good faith and with due diligence and always in the best interests of the organisation are set out in this Act.

3.2 Jacaranda Housing Company Constitution

Jacaranda Housing is a public company limited by guarantee and is a registered Charity with Deductible Gift Recipient Status. The Jacaranda Housing Constitution provides the legal framework for the company, sets out the powers of Directors and defines the rules and limitations under which these powers are exercised.

The Constitution can only be changed with the consent of most Members.

3.3 Jacaranda Housing Governance Policy

The role of the Board of Directors, the relationship between the Board and the Chief Executive Officer, and the relationship between the Board and the operational arm of the organisation is defined by Jacaranda Housing Governance policy. This is a key document and contains the following sections.

- Governance Process
- Board – CEO Relationship
- Company Delegations

The Jacaranda Housing Governance policy is regularly reviewed and amended by the Board to meet the changing governance needs of the organisation.

4. COMPANY MEMBERSHIP

The Jacaranda Housing Constitution identifies the following categories of Jacaranda Housing Members.

Individual Members

- a) Class A membership- Founding Members- a person who is listed on the Register of Foundation Members, tenants housed by the organisation;
- b) Class B membership- Interested Persons- is a natural person and supports the achievements of the company;
- c) Class C membership- Significant Contributors- is a natural person and is determined by the Board to be a person (or a person who represents an organisation) who supports the achievement of the objects of the company through making a significant financial, asset or resource contribution.

Interested individuals who meet the eligibility criteria can apply. Currently there are approximately 80 individual Members made up of Jacaranda Housing tenants, interested persons and significant contributors.

5. CURRENT BOARD STRUCTURES

5.1 Board Structure

The Board structure includes a maximum of twelve (12) Directors are elected by the Company Members. Where casual vacancies arise, the Board may appoint suitably skilled Directors until the following Annual General Meeting.

The Chief Executive Officer is not a Director, however, carries out the duties of the Company Secretary.

5.2 Current Directors

NAME	OFFICE
Adrian Pisarski	Board Chair; and Chair of the Constitutional Change Committee Appointed a Director in 2019.
Josephine Ahern	Member Governance and Remuneration Committee Appointed a Director in 2019.
Pam Britton Tenant Stakeholder Director	Member Audit and Risk and Constitutional Change Committee's Appointed a Director in 2017.
Sharon Elliott	Chair Governance and Remuneration Committee and a member of the Constitutional Change Committee Appointed a Director in 2018.
Frances Paterson- Fleider Casual Director	Appointed a Director in 2020
Dr Jacqui King	Chair of the Audit and Risk Committee Appointed a Director in 2019.
Christopher Miers	Member of the Governance and Remuneration Committee Appointed a Director in 2019.

COMPANY DIRECTOR INFORMATION

NAME	OFFICE
Shane Mullins Tenant Stakeholder Director	Member Constitutional Change Committee Appointed a Director in 2018.
Aaron Sorensen	Appointed a Director in 2019.
Katherine Visini	Member Audit and Risk and Committee Appointed a Director in 2017.
George Zukiwskyj Tenant Stakeholder Director	Member Governance and Remuneration, and Audit and Risk Committee's. Appointed a Director in 2017.

5.3 Meetings and Committees

Board Meetings are currently held every second month from 5.30 – 7.30 pm. Are generally located at the Yerrongpilly office. During the pandemic meetings are conducted over video conference. The current Board Committee structure is as follows:

- Audit and Risk Committee
- Governance and Remuneration Committee
- Constitutional Change Committee

The Board Committee meetings are scheduled in the months between board meetings and as required per each committees Terms of Reference. In addition to the Board Committees, the Jacaranda Tenant Advisory Group (JTAG) comprised of housed tenants provides feedback to the Board on housing and services provided by the organisation. Additional membership on the JTAG is made up of the Chief Executive Officer with a rotation of one Board member to attend each meeting which are held bi-monthly.

6. LEGAL PROTECTION FOR DIRECTORS

Directors are currently indemnified through the general indemnity clause provided at section 24 of the company's Constitution.

6.1 Directors and Officers Liability Insurance

Jacaranda Housing provides Directors with Directors and Officers Liability Insurance up to a maximum sum of \$2million.

6.2 Directors Deed of Indemnity

An additional indemnity for each Jacaranda Housing Director is established through a Deed indemnifying each director individually. This indemnification is subject to the limitations of the Corporations Law and the Jacaranda Housing Constitution.

7. KEY SELECTION CRITERIA

7.1 Core Competencies

Jacaranda Housing Directors should ideally have the following core competencies.

Role Related

- **Knowledge of Directors duties and responsibilities**
An understanding of the legal duties and responsibilities of a Company Director as set out in the Corporations Act.
- **Strategic Thinking and Planning**
The ability to analyse and problem solves at a strategic level and contribute to effective decision making.
- **Financial Literacy**
The ability to read and understand Jacaranda Housing accounts, understand the financial reporting to the Board, the Financial KPI's and the financial reporting requirements of Jacaranda Housing.
- **Compliance and Risk Management**
Understanding of the legal and compliance environment of Jacaranda Housing and its compliance requirements.
- **People Management**
Knowledge and understanding of current thinking on effective people management, employee engagement and staff remuneration.

Personal

- **Committed to Jacaranda Housing's Values, Vision and Purpose**
Practical understanding and personal commitment to the organisations goals.
- **Integrity**
Acting honestly and ethically and putting Jacaranda Housing's interests ahead of personal interests.
- **Team Player**
Able to function effectively as a team member and respect agreed governance policy and processes.
- **Independent**
Able, when required, to be curious and courageous, to think independently and to express an independent viewpoint.

- **Emotionally Intelligent**
Ability to demonstrate self-awareness and empathy for others. Ability to work well in a group, listen carefully and be aware of others emotional responses.
- **Active Contributor**
A willingness to undertake the workload required to participate effectively.

7.2 Areas of Specialist Skills and Experience

The Board is seeking to fill the current Director vacancies with individuals with one or more of the following six areas of specialist skills and experience.

- **Governance and Leadership**
Significant experience as a Company Director (2 years or more), significant experience as an organisational leader, formal qualifications (e.g. AICD graduate), demonstrated interest and involvement in the areas of governance and organisational leadership.
- **Social Housing Sector**
Significant experience at a senior level, formal qualifications and demonstrated track record of success in managing a social housing portfolio or developing and implementing social housing policy.
- **Financial Management**
Significant experience at a senior level, formal qualifications and demonstrated track record of success as an accountant or financial manager.
- **Risk Management**
Significant experience at a senior level, formal qualifications and demonstrated track record of success in developing and implementing risk management frameworks.
- **People and Culture**
Significant experience at a senior level, formal qualifications and demonstrated track record of success in the area of Human Resources and safety expert which includes organisational change and development, industrial relations, workforce planning, advocating and Work Health and Safety.

Mission Statement

To provide sustainable housing options through proactive tenant engagement for low income earners and their families.

Vision Statement

To be the best practice model of affordable housing within the public and social sectors.

Values

Our values influence our thoughts, guide our decisions, molds our policies and helps determine our course of action. Every decision and action we take is governed by our core principles.

- **Equity**
We do not discriminate in any of our dealings with any person or groups of persons.
- **Respect**
Our ethos is to treat all stakeholders with courtesy, respect and civility always through respectful transparent and culturally appropriate communication.
- **Professionalism**
Our staff are caring professionals who exhibit the skills, competence and character that reflect our Mission and Vision. We are always committed to the ethical management and governance ensuring full transparency and accountability.
- **Accountability**
We are accountable for our actions and behaviour, both as individuals and as an organization through regular auditing and our cycle of continuous improvement. We maintain a high degree of integrity benefiting all stakeholders.
- **Commitment**
As a registered charity Jacaranda Housing is committed to ensuring it complies with the Governance Standards required by the ACNC regulations. Jacaranda Housing is also committed to ensuring that it complies with National Regulatory System Community Housing and Housing Regulations.